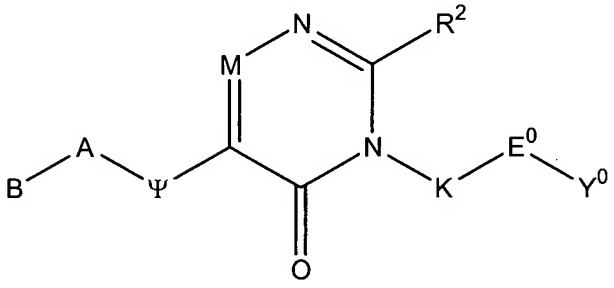
AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions and listings of claims in the application.

Listing of Claims:

1. (currently amended) A compound of the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of:

(i) [[B is]] phenyl or a heteroaryl of 5 or 6 ring members, wherein **(a) a ring carbon or nitrogen in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{32}, (b) a ring carbon or nitrogen in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{36}, (c) a ring carbon or nitrogen, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{32}, is optionally substituted by R^{33}, (d) a ring carbon or nitrogen, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{36}, is optionally substituted by R^{35}, and (e) a ring carbon or nitrogen, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{33} and R^{35}, respectively, is optionally substituted by R^{34};** ~~a nitrogen with a removable hydrogen or a carbon adjacent to the carbon at the point of attachment of said phenyl or heteroaryl ring to A is optionally substituted by R^{32}, a nitrogen with a removable hydrogen or a carbon at the other position adjacent to the~~

~~point of attachment is optionally substituted by R^{36}, a nitrogen with a removable hydrogen or a carbon adjacent to R^{32} and two atoms from the point of attachment is optionally substituted by R^{33}, a nitrogen with a removable hydrogen or a carbon adjacent to R^{36} and two atoms from the point of attachment is optionally substituted by R^{35}, and a nitrogen with a removable hydrogen or a carbon adjacent to both R^{33} and R^{35} is optionally substituted by R^{34};~~

(ii) hydrido, trialkylsilyl, C2-C8 alkyl, C3-C8 alkylenyl, C3-C8 alkenyl, C3-C8 alkynyl, and C2-C8 haloalkyl, wherein each member of group B may be optionally substituted at any carbon up to 6 atoms from the point of attachment of B to A with one or more of the group consisting of R^{32}, R^{33}, R^{34}, R^{35}, and R^{36}; and

(iii) a C3-C12 cycloalkyl or a C4-C9 heterocyclyl, wherein (a) each ring carbon may be optionally substituted with R_{33}, (b) a ring carbon, other than the ring carbon at the point of attachment of B to A, may be optionally substituted with oxo provided that no more than one ring carbon is substituted by oxo at the same time, (c) a ring carbon or nitrogen in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9, (d) a ring carbon or nitrogen in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (e) a ring carbon or nitrogen atom, if present, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}, (f) a ring carbon or nitrogen, if present, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12}, (g) a ring carbon or nitrogen, if present, in a first gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{10}, is optionally substituted by R^{11}, (h) a ring carbon or nitrogen, if present, in a second gamma position relative to the carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{12}, is optionally substituted by R^{33}, and (i) a ring carbon or nitrogen, if present, in a delta position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{11} and R^{33}, respectively, is optionally substituted by R^{34};

R^9, R^{10}, R^{11}, R^{12}, **and** R^{13} ~~, R^{32}, R^{33}, R^{34}, R^{35}, and R^{36}~~ are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino,

alkylenedioxy, haloalkylthio, alkanoyloxy, alkoxy, cycloalkoxy, cycloalkylalkoxy, aralkoxy, aryloxy, heteroaryloxy, heteroaralkoxy,heterocyclyloxy, heterocyclylalkoxy, alkoxyalkyl, haloalkoxylalkyl, hydroxy, amino, alkoxyamino, nitro, alkylamino, N-alkyl-N-arylamino, arylamino, aralkylamino, heteroarylamino, heteroaralkylamino, heterocyclylamino, heterocyclylalkylamino, alkylthio, alkylthioalkyl, alkylsulfinyl, arylsulfinyl, aralkylsulfinyl, cycloalkylsulfinyl, heteroarylsulfinyl, alkylsulfonyl, arylsulfonyl, aralkylsulfonyl, cycloalkylsulfonyl, heteroarylsulfonyl, alkylsulfonylalkyl, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heteroaryl, heterocyclyl, alkylsulfonamido, amidosulfonyl, alkanoyl, haloalkanoyl, alkyl, alkenyl, halo, haloalkyl, haloalkenyl, haloalkoxy, hydroxyhaloalkyl, hydroxyalkyl, aminoalkyl, haloalkoxyalkyl, carboxyalkyl, carboalkoxy, carboxy, carboxamido, carboxamidoalkyl, and cyano;

R^{32}, R^{33}, R^{34}, R^{35}, and R^{36} are independently **selected from the group consisting of:**

(i) hydrido, acetamido, haloacetamido, amidino, guanidino, alkylenedioxy, haloalkylthio, alkanoyloxy, alkoxy, cycloalkoxy, cycloalkylalkoxy, aralkoxy, aryloxy, heteroaryloxy, heteroaralkoxy,heterocyclyloxy, heterocyclylalkoxy, alkoxyalkyl, haloalkoxylalkyl, hydroxy, amino, alkoxyamino, nitro, alkylamino, N-alkyl-N-arylamino, arylamino, aralkylamino, heteroarylamino, heteroaralkylamino, heterocyclylamino, heterocyclylalkylamino, alkylthio, alkylthioalkyl, alkylsulfinyl, arylsulfinyl, aralkylsulfinyl, cycloalkylsulfinyl, heteroarylsulfinyl, alkylsulfonyl, arylsulfonyl, aralkylsulfonyl, cycloalkylsulfonyl, heteroarylsulfonyl, alkylsulfonylalkyl, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heteroaryl, heterocyclyl, alkylsulfonamido, amidosulfonyl, alkanoyl, haloalkanoyl, alkyl, alkenyl, halo, haloalkyl, haloalkenyl, haloalkoxy, hydroxyhaloalkyl, hydroxyalkyl, aminoalkyl, haloalkoxyalkyl, carboxyalkyl, carboalkoxy, carboxy, carboxamido, carboxamidoalkyl, and cyano; and

(ii) ~~optionally~~ Q^b;

~~B is optionally selected from the group consisting of hydrido, trialkylsilyl, C2-C8 alkyl, C3-C8 alkylenyl, C3-C8 alkenyl, C3-C8 alkynyl, and C2-C8 haloalkyl, wherein each member of group B may be optionally substituted at any carbon up to and including 6 atoms from the point of attachment of B to A with one or more of the group consisting of R^{32}, R^{33}, R^{34}, R^{35}, and R^{36};~~

~~B is optionally a C3-C12 cycloalkyl or a C4-C9 heterocyclyl, wherein each ring carbon may be optionally substituted with R^{33}, a ring carbon other than the ring carbon at the point of attachment of B to A may be optionally substituted with oxo provided that~~

~~no more than one ring carbon is substituted by oxo at the same time, ring carbons and nitrogens adjacent to the carbon at the point of attachment may be optionally substituted with R^9 or R^{13}, a ring carbon or nitrogen adjacent to the R^9 position and two atoms from the point of attachment may be substituted with R^{10}, a ring carbon or nitrogen adjacent to the R^{13} position and two atoms from the point of attachment may be substituted with R^{12}, a ring carbon three atoms from the point of attachment and adjacent to the R^{10} position may be substituted with R^{11}, a ring carbon three atoms from the point of attachment and adjacent to the R^{12} position may be substituted with R^{33}, and a ring carbon four atoms from the point of attachment and adjacent to the R^{11} and R^{33} positions may be substituted with R^{34};~~

A is selected from the group consisting of a bond, $(W^7)_{rr}$-$(CH(R^{15}))_{pa}$, and $(CH(R^{15}))_{pa}$-$(W^7)_{rr}$ wherein rr is 0 or1, pa is an integer selected from 0 through 6, and W^7 is selected from the group consisting of O, S, C(O), (R^7)NC(O), (R^7)NC(S), and N(R^7), with the proviso that no more than one of the group consisting of rr and pa is 0 ~~at the same time~~;

R^7 is selected from the group consisting of hydrido, hydroxy, and alkyl;

R^{15} is selected from the group consisting of hydrido, hydroxy, halo, alkyl, and haloalkyl;

Ψ is NH or NOH;

M is N or R^1-C;

R^1 is selected from the group consisting of hydrido, alkyl, alkenyl, cyano, halo, haloalkyl, haloalkoxy, haloalkylthio, amino, aminoalkyl, alkylamino, amidino, hydroxy, hydroxyamino, alkoxy, hydroxyalkyl, alkoxyamino, thiol, and alkylthio;

R^2 is Z^0-Q;

Z^0 is selected from the group consisting of:

(i) a bond, W^0-$(CH(R^{42}))_p$ wherein p is an integer selected from 0 through 3 and W^0 is selected from the group consisting of O, S, C(O), S(O), N(R^{41}), and ON(R^{41}), $(CH(R^{41}))_g$-O wherein g is an integer selected from 1 through 3, and $(CH(R^{41}))_g$-S wherein g is an integer selected from 1 through 3, with the proviso that Z^0 is directly bonded to the pyrimidinone ring; **and**

(ii) ~~Z^0 is optionally~~ W^{22}-$(CH(R^{42}))_h$ wherein h is 0 or 1 and W^{22} is selected from the group consisting of CR^{41}=CR^{42}, 1,2-cyclopropyl, 1,2-cyclobutyl, 1,2-cyclohexyl, 1,3-cyclohexyl, 1,2-cyclopentyl, 1,3-cyclopentyl, 2,3-morpholinyl, 2,4-morpholinyl, 2,6-morpholinyl, 3,4-morpholinyl, 3,5-morpholinyl, 1,2-piperazinyl, 1,3-piperazinyl, 2,3-piperazinyl,

2,6-piperazinyl, 1,2-piperidinyl, 1,3-piperidinyl, 2,3-piperidinyl, 2,4-piperidinyl, 2,6-piperidinyl, 3,4-piperidinyl, 1,2-pyrrolidinyl, 1,3-pyrrolidinyl, 2,3-pyrrolidinyl, 2,4-pyrrolidinyl, 2,5-pyrrolidinyl, 3,4-pyrrolidinyl, 2,3-tetrahydrofuranyl, 2,4-tetrahydrofuranyl, 2,5-tetrahydrofuranyl, and 3,4-tetrahydrofuranyl, wherein Z^0 is directly bonded to the pyrimidinone ring and W^{22} is optionally substituted with one or more substituents selected from the group consisting of R^9, R^{10}, R^{11}, R^{12}, and R^{13};

R^{41} and R^{42} are independently selected from the group consisting of amidino, hydroxyamino, hydrido, hydroxy, amino, and alkyl;

Q is selected from the group consisting of:

(i) [[Q is]] phenyl or a heteroaryl of 5 or 6 ring members, wherein **(a) a ring carbon or nitrogen in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9, (b) a ring carbon or nitrogen in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (c) a ring carbon or nitrogen, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}, (d) a ring carbon or nitrogen, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12}, and (e) a ring carbon or nitrogen, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{10} and R^{12}, respectively, is optionally substituted by R^{11}** with the proviso that Q is other than phenyl when Z^0 is a bond; ~~a nitrogen with a removable hydrogen or a carbon adjacent to the carbon at the point of attachment of said phenyl or heteroaryl ring to Z^0 is optionally substituted by R^9, a nitrogen with a removable hydrogen or a carbon at the other position adjacent to the point of attachment is optionally substituted by R^{13}, a nitrogen with a removable hydrogen or a carbon adjacent to R^9 and two atoms from the point of attachment is optionally substituted by R^{10}, a nitrogen with a removable hydrogen or a carbon adjacent to R^{13} and two atoms from the point of attachment is optionally substituted by R^{12}, and a nitrogen with a removable hydrogen or a carbon adjacent to both R^{10} and R^{12} is optionally substituted by R^{11}, with the proviso that Q is other than phenyl when Z^0 is a bond;~~ **and**

(ii) ~~Q is optionally~~ hydrido with the proviso that Z^0 is other than a bond;

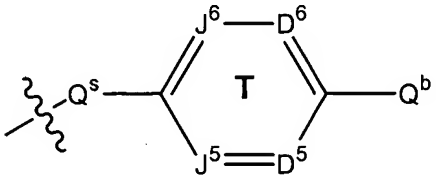
K is $(CR^{4a}R^{4b})_n$ wherein n is 1 or 2;

R^{4a} and R^{4b} are independently selected from the group consisting of halo, hydrido, hydroxyalkyl, alkyl, alkoxyalkyl, alkylthioalkyl, and haloalkyl;

E^0 is E^1, when K is $(CR^{4a}R^{4b})_n$, wherein E^1 is selected from the group consisting of a bond, C(O), C(S), $C(O)N(R^7)$, $(R^7)NC(O)$, $S(O)_2$, $(R^7)NS(O)_2$, and $S(O)_2N(R^7)$;

Y^0 is selected from the group consisting of:

(i) [[Y^0 is]] the formula



wherein J^5, J^6, D^5, D^6 and the ring carbon atoms to which they are attached define a phenyl or 5- or 6-membered heteroaryl ring, T, wherein one of J^5 and J^6 is absent when T is a 5-membered heteroaryl ring, J^5 is optionally substituted by R^{17} when J^5 is a carbon atom, J^6 is optionally substituted by R^{18} when J^6 is a carbon atom, D^5 is optionally substituted by R^{16} when D^5 is a carbon atom and D^6 is optionally substituted by R^{19} when D^6 is a carbon atom; ~~phenyl or a heteroaryl of 5 or 6 ring members, wherein one carbon of said phenyl or said heteroaryl is substituted by Q^s, a carbon two or three contiguous atoms from the point of attachment of Q^s to the phenyl or heteroaryl ring is substituted by Q^b, a carbon adjacent to the point of attachment of Q^s is optionally substituted by R^{17}, another carbon adjacent to the point of attachment of Q^s is optionally substituted by R^{18}, a carbon adjacent to Q^b is optionally substituted by R^{18}, and another carbon adjacent to Q^b is optionally substituted by R^{19};~~

(ii) Y^{AT} wherein Y^{AT} is Q^b-Q^s;

(iii) Q^b-Q^{ss} wherein Q^{ss} is $(CH(R^{14}))_e$-W^2-$(CH(R^{15}))_h$, wherein e and h are independently 1 or 2 and W^2 is CR^{4a}=CR^{4b} with the proviso that $(CH(R^{14}))_e$ is bonded to E^0; and

(iv) Q^b-Q^{ssss} or Q^b-Q^{sssr} wherein Q^{ssss} is $(CH(R^{38}))_r$-W^5 and Q^{sssr} is $(CH(R^{38}))_r$-W^6, r is an integer selected from 1 through 2, W^5 and W^6 are independently selected from the group consisting of 1,4-indenyl, 1,5-indenyl, 1,6-indenyl, 1,7-indenyl, 2,7-indenyl, 2,6-indenyl, 2,5-indenyl, 2,4-indenyl, 3,4-indenyl, 3,5-indenyl, 3,6-indenyl, 3,7-indenyl, 2,4-benzofuranyl, 2,5-benzofuranyl, 2,6-benzofuranyl, 2,7-benzofuranyl, 3,4-benzofuranyl, 3,5-benzofuranyl, 3,6-

benzofuranyl, 3,7-benzofuranyl, 2,4-benzothiophenyl, 2,5-benzothiophenyl, 2,6-benzothiophenyl, 2,7-benzothiophenyl, 3,4-benzothiophenyl, 3,5-benzothiophenyl, 3,6-benzothiophenyl, 3,7-benzothiophenyl, 2,7-imidazo(1,2-a)pyridinyl, 3,4-imidazo(1,2-a)pyridinyl, 3,5-imidazo(1,2-a)pyridinyl, 3,6-imidazo(1,2-a)pyridinyl, 3,7-imidazo(1,2-a)pyridinyl, 2,4-indolyl, 2,5-indolyl, 2,6-indolyl, 2,7-indolyl, 3,4-indolyl, 3,5-indolyl, 3,6-indolyl, 3,7-indolyl, 1,4-isoindolyl, 1,5-isoindolyl, 1,6-isoindolyl, 2,4-isoindolyl, 2,5-isoindolyl, 2,6-isoindolyl, 2,7-isoindolyl, 1,3-isoindolyl, 3,4-indazolyl, 3,5-indazolyl, 3,6-indazolyl, 3,7-indazolyl, 2,4-benzoxazolyl, 2,5-benzoxazolyl, 2,6-benzoxazolyl, 2,7-benzoxazolyl, 3,4-benzisoxazolyl, 3,5-benzisoxazolyl, 3,6-benzisoxazolyl, 3,7-benzisoxazolyl, 1,4-naphthyl, 1,5-naphthyl, 1,6-naphthyl, 1,7-naphthyl, 1,8-naphthyl, 2,4-naphthyl, 2,5-naphthyl, 2,6-naphthyl, 2,7-naphthyl, 2,8-naphthyl, 2,4-quinolinyl, 2,5-quinolinyl, 2,6-quinolinyl, 2,7-quinolinyl, 2,8-quinolinyl, 3,4-quinolinyl, 3,5-quinolinyl, 3,6-quinolinyl, 3,7-quinolinyl, 3,8-quinolinyl, 4,5-quinolinyl, 4,6-quinolinyl, 4,7-quinolinyl, 4,8-quinolinyl, 1,4-isoquinolinyl, 1,5-isoquinolinyl, 1,6-isoquinolinyl, 1,7-isoquinolinyl, 1,8-isoquinolinyl, 3,4-isoquinolinyl, 3,5-isoquinolinyl, 3,6-isoquinolinyl, 3,7-isoquinolinyl, 3,8-isoquinolinyl, 4,5-isoquinolinyl, 4,6-isoquinolinyl, 4,7-isoquinolinyl, 4,8-isoquinolinyl, 3,4-cinnolinyl, 3,5-cinnolinyl, 3,6-cinnolinyl, 3,7-cinnolinyl, 3,8-cinnolinyl, 4,5-cinnolinyl, 4,6-cinnolinyl, 4,7-cinnolinyl, and 4,8-cinnolinyl, and each carbon and hyrido containing nitrogen member of the ring of the W^5 and of the ring of the W^6, other than the points of attachment of W^5 and W^6, is optionally substituted with one or more of the group consisting of R^9, R^{10}, R^{11}, and R^{12}, with the proviso that Q^b is bonded to lowest number substituent position of each W^5, with further proviso that Q^b is bonded to highest number substituent position of each W^6, and with the additional proviso that $(CH(R^{38}))_r$ is bonded to E^0;

R^{16}, R^{17}, R^{18}, and R^{19} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, nitro, alkoxyamino, alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, alkenyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, haloalkoxyalkyl, carboalkoxy, and cyano;

~~R^{16} or R^{19} is optionally selected from the group consisting of $NR^{20}R^{21}$, $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, and $C(NR^{25})NR^{23}R^{24}$, with the proviso that R^{16}, R^{19}, and Q^b are not simultaneously hydrido;~~

Q^b is selected from the group consisting of $NR^{20}R^{21}$, aminoalkyl, hydrido, $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, and $C(NR^{25})NR^{23}R^{24}$, with the proviso that no more than one of R^{20} and R^{21} is selected from the group consisting of hydroxy, amino, alkylamino, and dialkylamino ~~at the same time~~ and with the further proviso that no more than one of R^{23} and R^{24} is selected from the group consisting of hydroxy, amino, alkylamino, and dialkylamino ~~at the same time~~;

R^{20}, R^{21}, R^{23}, R^{24}, R^{25}, and R^{26} are independently selected from the group consisting of hydrido, alkyl, hydroxy, aminoalkyl, amino, dialkylamino, alkylamino, and hydroxyalkyl;

Q^s is selected from the group consisting of a bond, $(CR^{37}R^{38})_b$ wherein b is an integer selected from 1 through 4, and $(CH(R^{14}))_c$-W^1-$(CH(R^{15}))_d$ wherein c and d are integers independently selected from 1 through 3 and W^1 is selected from the group consisting of $C(O)N(R^{14})$, $(R^{14})NC(O)$, $S(O)$, $S(O)_2$, $S(O)_2N(R^{14})$, $N(R^{14})S(O)_2$, and $N(R^{14})$, with the provisos that R^{14} is selected from other than halo when directly bonded to N and that $(CR^{37}R^{38})_b$, and $(CH(R^{14}))_c$ are bonded to E^0;

R^{14} is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

R^{37} and R^{38} are independently selected from the group consisting of hydrido, alkyl, and haloalkyl; **and**

R^{38} is optionally aroyl or heteroaroyl, wherein R^{38} is optionally substituted with one or more substituents selected from the group consisting of R^{16}, R^{17}, R^{18}, and R^{19}**[[;]]**.

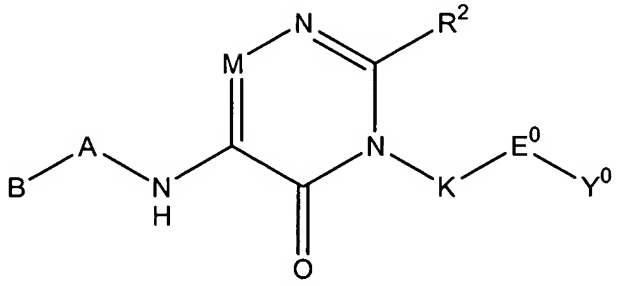
~~Y^0 is optionally $Y^{A\mp}$ wherein $Y^{A\mp}$ is Q^b-Q^s;~~

~~Y^0 is optionally Q^b-Q^{ss} wherein Q^{ss} is $(CH(R^{14}))_e$-W^2-$(CH(R^{15}))_h$, wherein e and h are independently1 or 2 and W^2 is $CR^{4a}=CR^{4b}$ with the proviso that $(CH(R^{14}))_e$ is bonded to E^0;~~

~~Y^0 is optionally Q^b-Q^{ssss} or Q^b-Q^{sssst} wherein Q^{ssss} is $(CH(R^{38}))_r$-W^5 and Q^{sssst} is $(CH(R^{38}))_r$-W^6, r is an integer selected from 1 through 2, W^5 and W^6 are independently selected from the group consisting of 1,4-indenyl, 1,5-indenyl, 1,6-indenyl, 1,7-indenyl, 2,7-indenyl, 2,6-indenyl, 2,5-indenyl, 2,4-indenyl, 3,4-indenyl, 3,5-indenyl, 3,6-indenyl, 3,7-indenyl, 2,4-benzofuranyl, 2,5-benzofuranyl, 2,6-benzofuranyl, 2,7-benzofuranyl, 3,4-benzofuranyl, 3,5-benzofuranyl, 3,6-benzofuranyl, 3,7-benzofuranyl, 2,4-benzothiophenyl, 2,5-benzothiophenyl, 2,6-benzothiophenyl, 2,7-benzothiophenyl, 3,4-benzothiophenyl, 3,5-benzothiophenyl, 3,6-benzothiophenyl, 3,7-benzothiophenyl, 2,7-imidazo(1,2-a)pyridinyl, 3,4-imidazo(1,2-a)pyridinyl, 3,5-imidazo(1,2-a)pyridinyl, 3,6-imidazo(1,2-a)pyridinyl, 3,7-imidazo(1,2-a)pyridinyl, 2,4-~~

~~indolyl, 2,5-indolyl, 2,6-indolyl, 2,7-indolyl, 3,4-indolyl, 3,5-indolyl, 3,6-indolyl, 3,7-indolyl, 1,4-isoindolyl, 1,5-isoindolyl, 1,6-isoindolyl, 2,4-isoindolyl, 2,5-isoindolyl, 2,6-isoindolyl, 2,7-isoindolyl, 1,3-isoindolyl, 3,4-indazolyl, 3,5-indazolyl, 3,6-indazolyl, 3,7-indazolyl, 2,4-benzoxazolyl, 2,5-benzoxazolyl, 2,6-benzoxazolyl, 2,7-benzoxazolyl, 3,4-benzisoxazolyl, 3,5-benzisoxazolyl, 3,6-benzisoxazolyl, 3,7-benzisoxazolyl, 1,4-naphthyl, 1,5-naphthyl, 1,6-naphthyl, 1,7-naphthyl, 1,8-naphthyl, 2,4-naphthyl, 2,5-naphthyl, 2,6-naphthyl, 2,7-naphthyl, 2,8-naphthyl, 2,4-quinolinyl, 2,5-quinolinyl, 2,6-quinolinyl, 2,7-quinolinyl, 2,8-quinolinyl, 3,4-quinolinyl, 3,5-quinolinyl, 3,6-quinolinyl, 3,7-quinolinyl, 3,8-quinolinyl, 4,5-quinolinyl, 4,6-quinolinyl, 4,7-quinolinyl, 4,8-quinolinyl, 1,4-isoquinolinyl, 1,5-isoquinolinyl, 1,6-isoquinolinyl, 1,7-isoquinolinyl, 1,8-isoquinolinyl, 3,4-isoquinolinyl, 3,5-isoquinolinyl, 3,6-isoquinolinyl, 3,7-isoquinolinyl, 3,8-isoquinolinyl, 4,5-isoquinolinyl, 4,6-isoquinolinyl, 4,7-isoquinolinyl, 4,8-isoquinolinyl, 3,4-cinnolinyl, 3,5-cinnolinyl, 3,6-cinnolinyl, 3,7-cinnolinyl, 3,8-cinnolinyl, 4,5-cinnolinyl, 4,6-cinnolinyl, 4,7-cinnolinyl, and 4,8-cinnolinyl, and each carbon and hyrido containing nitrogen member of the ring of the W^5 and of the ring of the W^6, other than the points of attachment of W^5 and W^6, is optionally substituted with one or more of the group consisting of R^9, R^{10}, R^{11}, and R^{12}, with the proviso that Q^b is bonded to lowest number substituent position of each W^5, with further proviso that Q^b is bonded to highest number substituent position of each W^6, and with the additional proviso that $(CH(R^{38}))_t$ is bonded to E^0.~~

2. (currently amended): The compound as recited in **[[**Claim**]]** **claim** 1 having the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of:

(i) **[[**B is**]]** phenyl or a heteroaryl of 5 or 6 ring members, wherein **(a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{32}, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally**

substituted by R^{36}, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{32}, is optionally substituted by R^{33}, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{36}, is optionally substituted by R^{35}, and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{33} and R^{35}, respectively, is optionally substituted by R^{34}; ~~a carbon adjacent to the carbon at the point of attachment of said phenyl or heteroaryl ring to A is optionally substituted by R^{32}, the other carbon adjacent to the carbon at the point of attachment is optionally substituted by R^{36}, a carbon adjacent to R^{32} and two atoms from the carbon at the point of attachment is optionally substituted by R^{33}, a carbon adjacent to R^{36} and two atoms from the carbon at the point of attachment is optionally substituted by R^{35}, and any carbon adjacent to both R^{33} and R^{35} is optionally substituted by R^{34};~~

(ii) hydrido, trialkylsilyl, C2-C8 alkyl, C3-C8 alkylenyl, C3-C8 alkenyl, C3-C8 alkynyl, and C2-C8 haloalkyl, wherein each member of group B is optionally substituted at any carbon up to 6 atoms from the point of attachment of B to A with one or more of the group consisting of R^{32}, R^{33}, R^{34}, R^{35}, and R^{36}; and

(iii) a C3-C12 cycloalkyl or C4-C9 heterocyclyl, wherein (a) each ring carbon may be optionally substituted with R_{33}, (b) a ring carbon, other than the ring carbon at the point of attachment of B to A, may be optionally substituted with oxo provided that no more than one ring carbon is substituted by oxo at the same time, (c) a ring carbon or nitrogen in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{9}, (d) a ring carbon or nitrogen in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (e) a ring carbon or nitrogen atom, if present, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{9}, is optionally substituted by R^{10}, (f) a ring carbon or nitrogen, if present, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12}, (g) a ring carbon or nitrogen, if present, in a first gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally

substituted by R^{10}, is optionally substituted by R^{11}, (h) a ring carbon or nitrogen, if present, in a second gamma position relative to the carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{12}, is optionally substituted by R^{33}, and (i) a ring carbon or nitrogen, if present, in a delta position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{11} and R^{33}, respectively, is optionally substituted by R^{34};

R^{32}, R^{33}, R^{34}, R^{35}, and R^{36} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkylenedioxy, haloalkylthio, alkanoyloxy, alkoxy, hydroxy, amino, alkoxyamino, haloalkanoyl, nitro, alkylamino, alkylthio, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heteroaryl, heterocyclyl, alkylsulfonamido, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, alkenyl, halo, haloalkyl, haloalkenyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, aminoalkyl, carboalkoxy, carboxy, carboxamido, cyano, and Q^b;

~~B is optionally selected from the group consisting of hydrido, trialkylsilyl, C2-C8 alkyl, C3-C8 alkylenyl, C3-C8 alkenyl, C3-C8 alkynyl, and C2-C8 haloalkyl, wherein each member of group B is optionally substituted at any carbon up to and including 6 atoms from the point of attachment of B to A with one or more of the group consisting of R^{32}, R^{33}, R^{34}, R^{35}, and R^{36};~~

~~B is optionally a C3-C12 cycloalkyl or C4-C9 heterocyclyl, wherein each ring carbon may be optionally substituted with R^{33}, a ring carbon other than the ring carbon at the point of attachment of B to A may be optionally substituted with oxo provided that no more than one ring carbon is substituted by oxo at the same time, ring carbons and nitrogens adjacent to the carbon at the point of attachment may be optionally substituted with R^9 or R^{13}, a ring carbon or nitrogen adjacent to the R^9 position and two atoms from the point of attachment may be substituted with R^{10}, a ring carbon or nitrogen adjacent to the R^{13} position and two atoms from the point of attachment may be substituted with R^{12}, a ring carbon three atoms from the point of attachment and adjacent to the R^{10} position may be substituted with R^{11}, a ring carbon three atoms from the point of attachment and adjacent to the R^{12} position may be substituted with R^{33}, and a ring carbon four atoms from the point of attachment and adjacent to the R^{11} and R^{33} positions may be substituted with R^{34};~~

R^9, R^{10}, R^{11}, R^{12}, and R^{13} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, alkoxyamino, alkanoyl, haloalkanoyl, amidino, guanidino, alkylenedioxy, haloalkylthio, alkoxy, cycloalkoxy, cycloalkylalkoxy, aralkoxy,

aryloxy, heteroaryloxy, heteroaralkoxy,heterocyclyloxy, heterocyclylalkoxy, hydroxy, amino, alkylamino, N-alkyl-N-arylamino, arylamino, aralkylamino, heteroarylamino, heteroaralkylamino, heterocyclylamino, heterocyclylalkylamino, alkylthio, alkylsulfinyl, arylsulfinyl, aralkylsulfinyl, cycloalkylsulfinyl, heteroarylsulfinyl, alkylsulfamido, alkylsulfonyl, arylsulfonyl, aralkylsulfonyl, cycloalkylsulfonyl, heteroarylsulfonyl, amidosulfonyl, alkyl, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heteroaryl, heterocyclyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, aminoalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxamido, and cyano;

A is a bond or $(CH(R^{15}))_{pa}$-$(W^7)_{rr}$ wherein rr is 0 or 1, pa is an integer selected from 0 through 3, and W^7 is selected from the group consisting of O, S, C(O), $(R^7)NC(O)$, $(R^7)NC(S)$, and $N(R^7)$;

R^7 is selected from the group consisting of hydrido, hydroxy and alkyl;

R^{15} is selected from the group consisting of hydrido, hydroxy, halo, alkyl, and haloalkyl;

M is N or R^1-C;

R^1 is selected from the group consisting of hydrido, alkyl, cyano, halo, haloalkyl, haloalkoxy, amino, aminoalkyl, alkylamino, amidino, hydroxy, hydroxyamino, alkoxy, hydroxyalkyl, alkoxyamino, thiol, and alkylthio;

R^2 is Z^0-Q;

Z^0 is selected from the group consisting of:

(i) a bond, W^0-$(CH(R^{42}))_p$ wherein p is an integer selected from 0 through 3 and W^0 is selected from the group consisting of O, S, and $N(R^{41})$, and $(CH(R^{41}))_g$-O wherein g is an integer selected from 1 through 3, with the proviso that Z^0 is directly bonded to the pyrimidinone ring; **and**

(ii) ~~Z^0 is optionally~~ W^{22}-$(CH(R^{42}))_h$ wherein h is 0 or 1 and W^{22} is selected from the group consisting of1,2-cyclopropyl, 1,2-cyclobutyl, 1,2-cyclohexyl, 1,3-cyclohexyl, 1,2-cyclopentyl, 1,3-cyclopentyl, 2,3-morpholinyl, 2,4-morpholinyl, 2,6-morpholinyl, 3,4-morpholinyl, 3,5-morpholinyl, 1,2-piperazinyl, 1,3-piperazinyl, 2,3-piperazinyl, 2,6-piperazinyl, 1,2-piperidinyl, 1,3-piperidinyl, 2,3-piperidinyl, 2,4-piperidinyl, 2,6-piperidinyl, 3,4-piperidinyl, 1,2-pyrrolidinyl, 1,3-pyrrolidinyl, 2,3-pyrrolidinyl, 2,4-pyrrolidinyl, 2,5-pyrrolidinyl, 3,4-pyrrolidinyl, 2,3-tetrahydrofuranyl, 2,4-tetrahydrofuranyl, 2,5-tetrahydrofuranyl, and

3,4-tetrahydrofuranyl, wherein Z^0 is directly bonded to the pyrimidinone ring and W^{22} is optionally substituted with one or more substituents selected from the group consisting of R^9, R^{10}, R^{11}, R^{12}, and R^{13};

R^{41} is selected from the group consisting of hydrido, hydroxy, amino, and alkyl;

R^{42} is selected from the group consisting of amidino, hydroxyamino, hydrido, hydroxy, amino, and alkyl;

Q is selected from the group consisting of:

(i) [[Q is]] phenyl or a heteroaryl of 5 or 6 ring members, wherein **(a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12}, and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{10} and R^{12}, respectively, is optionally substituted by R^{11}** ~~a carbon adjacent to the carbon at the point of attachment of said phenyl or heteroaryl ring to Z^0 is optionally substituted by R^9, the other carbon adjacent to the carbon at the point of attachment of said phenyl or heteroaryl ring to Z^0 is optionally substituted by R^{13}, a carbon adjacent to R^9 and two atoms from the carbon at the point of attachment is optionally substituted by R^{10}, a carbon adjacent to R^{13} and two atoms from the carbon at the point of attachment is optionally substituted by R^{12}, and any carbon adjacent to both R^{10} and R^{12} is optionally substituted by R^{11}~~, with the proviso that Q is other than a phenyl when Z^0 is a bond; **and**

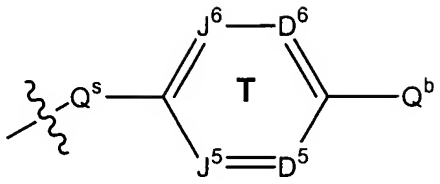
(ii) ~~Q is optionally~~ hydrido with the proviso that Z^0 is selected from other than a bond;

K is CHR^{4a} wherein R^{4a} is selected from the group consisting of hydrido, hydroxyalkyl, alkyl, alkoxyalkyl, alkylthioalkyl, and haloalkyl;

E^0 is selected from the group consisting of a bond, C(O)N(H), (H)NC(O), $(R^7)NS(O)_2$, and $S(O)_2N(R^7)$;

Y^0 is selected from the group consisting of:

(i) [[Y^0 is]] **the formula**



wherein J^5, J^6, D^5, D^6 and the ring carbon atoms to which they are attached define a phenyl or 5- or 6-membered heteroaryl ring, T, wherein one of J^5 and J^6 is absent when T is a 5-membered heteroaryl ring, J^5 is optionally substituted by R^{17} when J^5 is a carbon atom, J^6 is optionally substituted by R^{18} when J^6 is a carbon atom, D^5 is optionally substituted by R^{16} when D^5 is a carbon atom and D^6 is optionally substituted by R^{19} when D^6 is a carbon atom; ~~phenyl or a heteroaryl of 5 or 6 ring members, wherein one carbon of said phenyl or said heteroaryl is substituted by Q^s, a carbon two or three contiguous atoms from the point of attachment of Q^s to the phenyl or heteroaryl ring is substituted by Q^b, a carbon adjacent to the point of attachment of Q^s is optionally substituted by R^{17}, another carbon adjacent to the point of attachment of Q^s is optionally substituted by R^{18}, a carbon adjacent to Q^b is optionally substituted by R^{16}, and another carbon adjacent to Q^b is optionally substituted by R^{19};~~

(ii) Y^{AT} wherein Y^{AT} is Q^b-Q^s; and

(iii) Q^b-Q^{ss} wherein Q^{ss} is $(CH(R^{14}))_e$-W^2-$(CH(R^{15}))_h$, wherein e and h are independently1 or 2 and W^2 is CR^{4a}=CH with the proviso that $(CH(R^{14}))_e$ is bonded to E^0;

R^{16}, R^{17}, R^{18}, and R^{19} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, alkoxyamino, alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

~~R^{16} or R^{19} is optionally selected from the group consisting of $NR^{20}R^{21}$, $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, and $C(NR^{25})NR^{23}R^{24}$, with the proviso that R^{16}, R^{19}, and Q^b are not simultaneously hydrido;~~

Q^b is selected from the group consisting of $NR^{20}R^{21}$, hydrido, $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, and $C(NR^{25})NR^{23}R^{24}$, with the proviso that no more than one of R^{20} and R^{21} is selected from the group consisting of hydroxy, amino, alkylamino, and dialkylamino ~~at the same time~~ and with the further proviso that no more than one of R^{23}

and R^{24} is selected from the group consisting of hydroxy, amino, alkylamino, and dialkylamino ~~at the same time~~;

R^{20}, R^{21}, R^{23}, R^{24}, R^{25}, and R^{26} are independently selected from the group consisting of hydrido, alkyl, hydroxy, amino, alkylamino and dialkylamino;

Q^s is selected from the group consisting of a bond, $(CR^{37}R^{38})_b$ wherein b is an integer selected from 1 through 4, and $(CH(R^{14}))_c$-W^1-$(CH(R^{15}))_d$ wherein c and d are integers independently selected from 1 through 3 and W^1 is selected from the group consisting of $C(O)N(R^{14})$, $(R^{14})NC(O)$, $S(O)$, $S(O)_2$, $S(O)_2N(R^{14})$, $N(R^{14})S(O)_2$, and $N(R^{14})$, with the proviso that R^{14} is selected from other than halo when directly bonded to N and with the further proviso that $(CR^{37}R^{38})_b$, and $(CH(R^{14}))_c$ are bonded to E^0;

R^{14} is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

R^{37} and R^{38} are independently selected from the group consisting of hydrido, alkyl, and haloalkyl; **and**

R^{38} is optionally aroyl or heteroaroyl, wherein R^{38} is optionally substituted with one or more substituents selected from the group consisting of R^{16}, R^{17}, R^{18}, and R^{19}**[;]**.

~~Y^0 is optionally Y^{AT} wherein Y^{AT} is Q^b-Q^s;~~

~~Y^0 is optionally Q^b-Q^{ss} wherein Q^{ss} is $(CH(R^{14}))_e$-W^2-$(CH(R^{15}))_h$, wherein e and h are independently1 or 2 and W^2 is CR^{4a}=CH with the proviso that $(CH(R^{14}))_e$ is bonded to E^0.~~

3. (currently amended): The compound as recited in **[[**Claim**]]** **claim** 2 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, trialkylsilyl, C2-C8 alkyl, C3-C8 alkylenyl, C3-C8 alkenyl, C3-C8 alkynyl, and C2-C8 haloalkyl, wherein each member of group B is optionally substituted at any carbon up to and including 6 atoms from the point of attachment of B to A with one or more of the group consisting of R^{32}, R^{33}, R^{34}, R^{35}, and R^{36};

R^{32}, R^{33}, R^{34}, R^{35}, and R^{36} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, alkylamino, alkylthio, amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, carboalkoxy, carboxy, carboxamido, cyano, and Q^b;

A is $(CH(R^{15}))_{pa}$-W^7 wherein pa is an integer selected from 0 through 3 and W^7 is selected from the group consisting of O, S, and $N(R^7)$ wherein R^7 is hydrido or alkyl;

R^{15} is selected from the group consisting of hydrido, hydroxy, halo, alkyl, and haloalkyl with the proviso that R^{15} is other than hydroxy and halo when R^{15} is on the carbon bonded directly to W^7;

M is N or R^1-C;

R^1 is selected from the group consisting of hydrido, alkyl, cyano, halo, haloalkyl, haloalkoxy, amino, aminoalkyl, alkylamino, amidino, hydroxy, hydroxyamino, alkoxy, hydroxyalkyl, alkoxyamino, thiol, and alkylthio;

R^2 is Z^0-Q;

Z^0 is a bond or W^0-$(CH(R^{42}))_p$ wherein p is an integer selected from 0 through 3 and W^0 is selected from the group consisting of O, S, and $N(R^{41})$, with the proviso that Z^0 is directly bonded to the pyrimidinone ring;

R^{41} is selected from the group consisting of hydrido, hydroxy, and alkyl;

R^{42} is selected from the group consisting of amidino, hydrido, hydroxy, amino, and alkyl;

Q is phenyl or a heteroaryl of 5 or 6 ring members, wherein **(a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12}, and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{10} and R^{12}, respectively, is optionally substituted by R^{11}** ~~a carbon adjacent to the carbon at the point of attachment of said phenyl or heteroaryl ring to Z^0 is optionally substituted by R^9, the other carbon adjacent to the carbon at the point of attachment is optionally substituted by R^{13}, a carbon adjacent to R^9 and two atoms from the carbon at the point of attachment is optionally substituted by R^{10}, a carbon adjacent to R^{13} and two atoms from the carbon at the point of attachment is optionally~~

~~substituted by R^{12}, and any carbon adjacent to both R^{10} and R^{12} is optionally substituted by R^{11}~~, with the proviso that Q is other than a phenyl when Z^0 is a bond;

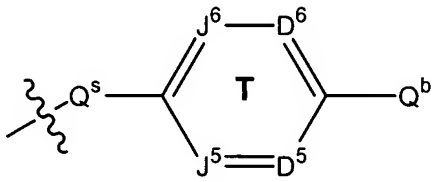
R^9, R^{10}, R^{11}, R^{12}, and R^{13} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, alkoxyamino, alkanoyl, haloalkanoyl, amidino, guanidino, alkylenedioxy, haloalkylthio, alkoxy, cycloalkoxy, cycloalkylalkoxy, aralkoxy, aryloxy, heteroaryloxy, heteroaralkoxy,heterocyclyloxy, heterocyclylalkoxy, hydroxy, amino, alkylamino, N-alkyl-N-arylamino, arylamino, aralkylamino, heteroarylamino, heteroaralkylamino, heterocyclylamino, heterocyclylalkylamino, alkylthio, alkylsulfinyl, arylsulfinyl, aralkylsulfinyl, cycloalkylsulfinyl, heteroarylsulfinyl, alkylsulfamido, alkylsulfonyl, arylsulfonyl, aralkylsulfonyl, cycloalkylsulfonyl, heteroarylsulfonyl, amidosulfonyl, alkyl, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heteroaryl, heterocyclyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, aminoalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxamido, and cyano;

K is CHR^{4a} wherein R^{4a} is selected from the group consisting of hydrido, hydroxyalkyl, alkyl, alkoxyalkyl, alkylthioalkyl, and haloalkyl;

E^0 is selected from the group consisting of a bond, C(O)N(H), (H)NC(O), $(R^7)NS(O)_2$, and $S(O)_2N(R^7)$;

Y^0 is selected from the group consisting of:

(i) [[Y^0 is]] the formula



wherein J^5, J^6, D^5, D^6 and the ring carbon atoms to which they are attached define a phenyl or 5- or 6-membered heteroaryl ring, T, wherein one of J^5 and J^6 is absent when T is a 5-membered heteroaryl ring, J^5 is optionally substituted by R^{17} when J^5 is a carbon atom, J^6 is optionally substituted by R^{18} when J^6 is a carbon atom, D^5 is optionally substituted by R^{16} when D^5 is a carbon atom and D^6 is optionally substituted by R^{19} when D^6 is a carbon atom;

~~phenyl or a heteroaryl of 5 or 6 ring members, wherein one carbon of said phenyl or said heteroaryl is substituted by Q^s, a carbon two or three contiguous atoms from the point of attachment of Q^s to the phenyl or heteroaryl ring is substituted by Q^b, a~~

~~carbon adjacent to the point of attachment of Q^s is optionally substituted by R^{17}, another carbon adjacent to the point of attachment of Q^s is optionally substituted by R^{18}, a carbon adjacent to Q^b is optionally substituted by R^{16}, and another carbon adjacent to Q^b is optionally substituted by R^{19};~~ **and**

(ii) Q^b-Q^{ss} wherein Q^{ss} is $(CH(R^{14}))_e$-W^2-$(CH(R^{15}))_h$, wherein e and h are integers independently selected from 1 through 2 and W^2 is CR^{4a}=CH with the proviso that $(CH(R^{14}))_e$ is bonded to E^0;

R^{16}, R^{17}, R^{18}, and R^{19} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, alkoxyamino, alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

~~R^{16} or R^{19} is optionally selected from the group consisting of $NR^{20}R^{21}$, $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, and $C(NR^{25})NR^{23}R^{24}$, with the proviso that R^{16}, R^{19}, and Q^b are not simultaneously hydrido;~~

Q^b is selected from the group consisting of $NR^{20}R^{21}$, hydrido, $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, and $C(NR^{25})NR^{23}R^{24}$, with the proviso that no more than one of R^{20} and R^{21} is selected from the group consisting of hydroxy, amino, alkylamino, and dialkylamino ~~at the same time~~ and with the further proviso that no more than one of R^{23} and R^{24} is selected from the group consisting of hydroxy, amino, alkylamino, and dialkylamino ~~at the same time~~;

R^{20}, R^{21}, R^{23}, R^{24}, R^{25}, and R^{26} are independently selected from the group consisting of hydrido, alkyl, hydroxy, amino, alkylamino and dialkylamino;

Q^s is selected from the group consisting of a bond, $(CR^{37}R^{38})_b$ wherein b is an integer selected from 1 through 3, and $(CH(R^{14}))_c$-W^1-$(CH(R^{15}))_d$ wherein c and d are independently 1 or 2 and W^1 is selected from the group consisting of $C(O)N(R^{14})$, $(R^{14})NC(O)$, $S(O)$, $S(O)_2$, $S(O)_2N(R^{14})$, $N(R^{14})S(O)_2$, and $N(R^{14})$, with the proviso that R^{14} is selected from other than halo when directly bonded to N and with the further proviso that $(CR^{37}R^{38})_b$, and $(CH(R^{14}))_c$ are bonded to E^0;

R^{14} is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

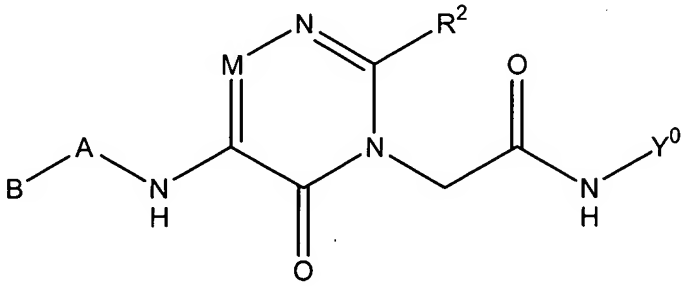
R^{14} is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

R^{37} and R^{38} are independently selected from the group consisting of hydrido, alkyl, and haloalkyl; **and**

R^{38} is optionally aroyl and heteroaroyl**[;].**

~~Y^0 is optionally Q^b-Q^{ss} wherein Q^{ss} is $(CH(R^{14}))_e$-W^2-$(CH(R^{15}))_h$, wherein e and h are integers independently selected from 1 through 2 and W^2 is CR^{4a}=CH with the proviso that $(CH(R^{14}))_e$ is bonded to E^0.~~

4. (currently amended): The compound as recited in **[[**Claim**]]** **claim** 3 having the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, trialkylsilyl, C2-C4 alkyl, C3-C5 alkylenyl, C3-C4 alkenyl, C3-C4 alkynyl, and C2-C4 haloalkyl, wherein each member of group B is optionally substituted at any carbon up to and including 3 atoms from the point of attachment of B to A with one or more of the group consisting of R^{32}, R^{33}, and R^{34};

R^{32}, R^{33}, and R^{34} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, alkylamino, alkylthio, amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, carboalkoxy, carboxy, carboxamido, and cyano;

A is $(CH(R^{15}))_{pa}$-$N(R^7)$ wherein pa is an integer selected from 0 through 2 and R^7 is selected from the group consisting of hydrido and alkyl;

R^{15} is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

M is N or R^1-C;

R^1 is selected from the group consisting of hydrido, alkyl, cyano, halo, haloalkyl, haloalkoxy, amino, aminoalkyl, alkylamino, amidino, hydroxy, hydroxyamino, alkoxy, hydroxyalkyl, alkoxyamino, thiol, and alkylthio;

R^2 is Z^0-Q;

Z^0 is a bond or W^0-$CH(R^{42})$ wherein W^0 is selected from the group consisting of O, S, and $N(R^{41})$;

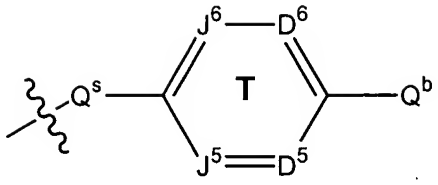
R^{41} and R^{42} are independently hydrido or alkyl;

Q is phenyl or a heteroaryl of 5 or 6 ring members, wherein **(a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12}, and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{10} and R^{12}, respectively, is optionally substituted by R^{11}** ~~a carbon adjacent to the carbon at the point of attachment of said phenyl or heteroaryl ring to Z^0 is optionally substituted by R^9, the other carbon adjacent to the carbon at the point of attachment is optionally substituted by R^{13}, a carbon adjacent to R^9 and two atoms from the carbon at the point of attachment is optionally substituted by R^{10}, a carbon adjacent to R^{13} and two atoms from the carbon at the point of attachment is optionally substituted by R^{12}, and any carbon adjacent to both R^{10} and R^{12} is optionally substituted by R^{11}~~, with the proviso that Q is other than a phenyl when Z^0 is a bond;

R^9, R^{11}, and R^{13} are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, guanidino, alkylamino, alkylthio, alkylsulfonamido, alkylsulfinyl, alkylsulfonyl, amidosulfonyl, alkyl, alkoxy, halo, haloalkyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, carboxy, carboxamido, and cyano;

R^{10} and R^{12} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heteroaryl, heterocyclyl, alkoxy, cycloalkoxy, cycloalkylalkoxy, aralkoxy, aryloxy, heteroaryloxy, heteroaralkoxy,heterocyclyloxy, heterocyclylalkoxy, hydroxy, amino, alkoxyamino, alkylamino, arylamino, aralkylamino, heteroarylamino, heteroaralkylamino, heterocyclylamino, heterocyclylalkylamino, alkylsulfonamido, amidosulfonyl, arylsulfinyl, aralkylsulfinyl, cycloalkylsulfinyl, heteroarylsulfinyl, arylsulfonyl, aralkylsulfonyl, cycloalkylsulfonyl, heteroarylsulfonyl, hydroxyalkyl, hydroxyhaloalkyl, aminoalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxamido, halo, haloalkyl, and cyano;

Y^0 is **the formula**



wherein J^5, J^6, D^5, D^6 and the ring carbon atoms to which they are attached define a phenyl or 5- or 6-membered heteroaryl ring, T, wherein one of J^5 and J^6 is absent when T is a 5-membered heteroaryl ring, J^5 is optionally substituted by R^{17} when J^5 is a carbon atom, J^6 is optionally substituted by R^{18} when J^6 is a carbon atom, D^5 is optionally substituted by R^{16} when D^5 is a carbon atom and D^6 is optionally substituted by R^{19} when D^6 is a carbon atom; ~~phenyl or a heteroaryl of 5 or 6 ring members, wherein one carbon of said phenyl or said heteroaryl is substituted by Q^s, a carbon two or three contiguous atoms from the point of attachment of Q^s to the phenyl or heteroaryl ring is substituted by Q^b, a carbon adjacent to the point of attachment of Q^s is optionally substituted by R^{17}, another carbon adjacent to the point of attachment of Q^s is optionally substituted by R^{18}, a carbon adjacent to Q^b is optionally substituted by R^{18}, and another carbon adjacent to Q^b is optionally substituted by R^{19};~~

R^{16}, R^{17}, R^{18}, and R^{19} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

~~R^{16} or R^{19} is optionally selected from the group consisting of $NR^{20}R^{21}$, $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, and $C(NR^{25})NR^{23}R^{24}$, with the proviso that R^{16}, R^{19}, and Q^b are not simultaneously hydrido;~~

Q^b is selected from the group consisting of $NR^{20}R^{21}$, hydrido, $C(NR^{25})NR^{23}R^{24}$, and $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, with the proviso that no more than one of R^{20} and R^{21} is hydroxy ~~at the same time~~ and with the further proviso that no more than one of R^{23} and R^{24} is hydroxy ~~at the same time~~;

R^{20}, R^{21}, R^{23}, R^{24}, R^{25}, and R^{26} are independently selected from the group consisting of hydrido, alkyl, and hydroxy; **and**

Q^s is selected from the group consisting of abond, CH_2, and CH_2CH_2.

5. (currently amended): Compound of **[[Claim]]** **claim** 4 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, $-CH_2CH_2CH_2-$, $-CH_2CH_2CH_2CH_2-$, butyl, 2-butenyl, 3-butenyl, 2-butynyl, sec-butyl, tert-butyl, isobutyl, 2-methylpropenyl, 2,2,2-trifluoroethyl, 3,3,3-trifluoropropyl, and 2,2-difluoropropyl, wherein each member of group B is optionally substituted at any carbon up to and including 3 atoms from the point of attachment of B to A with one or more of the group consisting of R^{32}, R^{33}, and R^{34};

R^{32}, R^{33}, and R^{34} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, and cyano;

A is selected from the group consisting of a bond, NH, and $N(CH_3)$;

M is N or R^1-C;

R^1 is selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, 1-aminoethyl, methylamino, dimethylamino, cyano, methyl, ethyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, methoxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, methoxyamino, methylthio, ethylthio, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, and bromo;

R^2 is Z^0-Q;

Z^0 is selected from the group consisting of a bond, O, S, NH, $N(CH_3)$, OCH_2, SCH_2, $N(H)CH_2$, and $N(CH_3)CH_2$;

Q is selected from the group consisting of phenyl **[[,]]** **and** 2-thienyl, 3-thienyl, 2-furyl, 3-furyl, 2-pyrrolyl, 3-pyrrolyl, 2-imidazolyl, 4-imidazolyl, 3-pyrazolyl, 4-pyrazolyl, 2-thiazolyl, 3-isoxazolyl, 5-isoxazolyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyrazinyl, 2-pyrimidinyl, 4-pyrimidinyl, 5-pyrimidinyl, 3-pyridazinyl, 4-pyridazinyl, and 1,3,5-triazin-2-yl **heteroaryl rings**, wherein **(a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is**

optionally substituted by R^{13}, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12}, and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{10} and R^{12}, respectively, is optionally substituted by R^{11} ~~a carbon adjacent to the carbon at the point of attachment of said phenyl or heteroaryl ring to Z^0 is optionally substituted by R^9, the other carbon adjacent to the carbon at the point of attachment is optionally substituted by R^{13}, a carbon adjacent to R^9 and two atoms from the carbon at the point of attachment is optionally substituted by R^{10}, a carbon adjacent to R^{13} and two atoms from the carbon at the point of attachment is optionally substituted by R^{12}, and any carbon adjacent to both R^{10} and R^{12} is optionally substituted by R^{11}~~, with the proviso that Q is other than a phenyl when Z^0 is a bond;

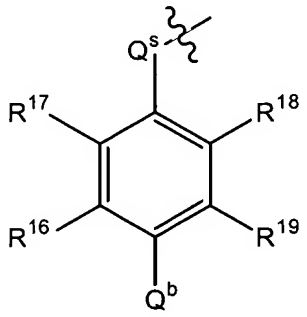
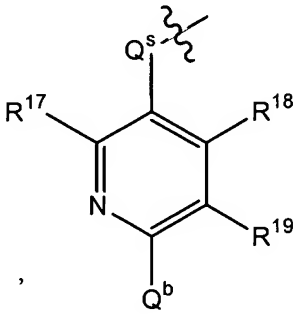
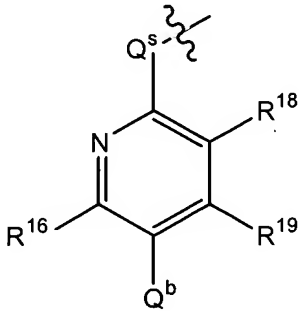
R^9, R^{11}, and R^{13} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, methanesulfonamido, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, and cyano;

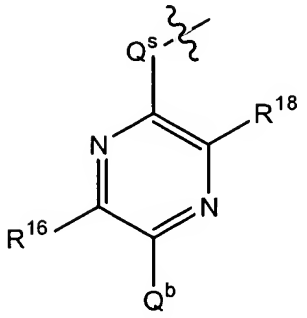
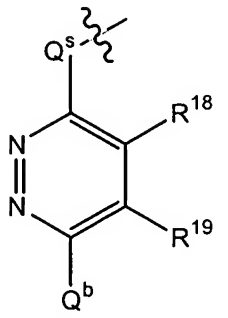
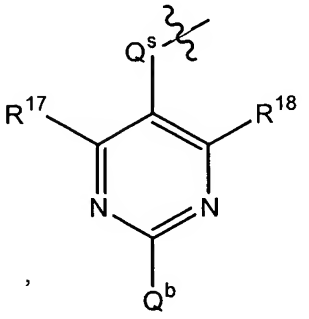
R^{10} and R^{12} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, carboxymethyl, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methanesulfonamido, amidosulfonyl, N-methylamidosulfonyl,

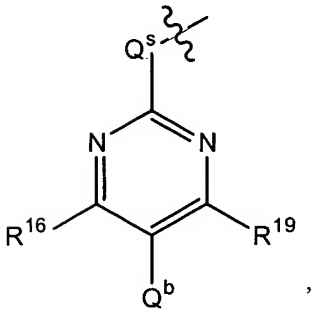
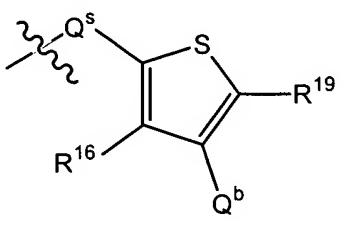
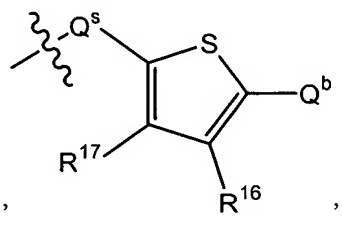
N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, N-benzylamidocarbonyl, N-(2-chlorobenzyl)amidocarbonyl, N-(3-fluorobenzyl)amidocarbonyl, N-(2-trifluoromethylbenzyl)amidocarbonyl, N-(1-phenylethyl)amidocarbonyl, N-(1-methyl-1-phenylethyl)amidocarbonyl, N-benzylamidosulfonyl, N-(2-chlorobenzyl)amidosulfonyl, N-ethylamidocarbonyl, N-isopropylamidocarbonyl, N-propylamidocarbonyl, N-isobutylamidocarbonyl, N-(2-butyl)amidocarbonyl, N-cyclobutylamidocarbonyl, N-cyclopentylamidocarbonyl, N-cyclohexylamidocarbonyl, fluoro, chloro, bromo, cyano, cyclobutoxy, cyclohexoxy, cyclohexylmethoxy, 4-trifluoromethycyclohexylmethoxy, cyclopentoxy, benzyl, benzyloxy, 4-bromo-3-fluorophenoxy, 3-bromobenzyloxy, 4-bromobenzyloxy, 4-bromobenzylamino, 5-bromopyrid-2-ylmethylamino, 4-butoxyphenamino, 3-chlorobenzyl, 4-chlorophenoxy, 4-chloro-3-ethylphenoxy, 4-chloro-3-ethylbenzylamino, 4-chloro-3-ethylphenylamino, 3-chlorobenzyloxy, 4-chlorobenzyloxy, 4-chlorobenzylsulfonyl, 4-chlorophenylamino, 4-chlorophenylsulfonyl, 5-chloropyrid-3-yloxy, 2-cyanopyrid-3-yloxy, 2,3-difluorobenzyloxy, 2,4-difluorobenzyloxy, 3,4-difluorobenzyloxy, 2,5-difluorobenzyloxy, 3,5-difluorophenoxy, 3,5-difluorobenzyloxy, 4-difluoromethoxybenzyloxy, 2,3-difluorophenoxy, 2,4-difluorophenoxy, 2,5-difluorophenoxy, 3,5-dimethylphenoxy, 3,4-dimethylphenoxy, 3,4-dimethylbenzyloxy, 3,5-dimethylbenzyloxy, 4-ethoxyphenoxy, 4-ethylbenzyloxy, 3-ethylphenoxy, 4-ethylaminophenoxy, 3-ethyl-5-methylphenoxy, 4-fluorobenzyloxy, 2-fluoro-3-trifluoromethylbenzyloxy, 3-fluoro-5-trifluoromethylbenzyloxy, 4-fluoro-2-trifluoromethylbenzyloxy, 4-fluoro-3-trifluoromethylbenzyloxy, 2-fluorophenoxy, 4-fluorophenoxy, 2-fluoro-3-trifluoromethylphenoxy, 2-fluorobenzyloxy, 4-fluorophenylamino, 2-fluoro-4-trifluoromethylphenoxy, 4-isopropylbenzyloxy, 3-isopropylphenoxy, 4-isopropylphenoxy, 4-isopropyl-3-methylphenoxy, 4-isopropylbenzyloxy, 3-isopropylphenoxy, 4-isopropylphenoxy, 4-isopropyl-3-methylphenoxy, phenylamino, 1-phenylethoxy, 2-phenylethoxy, 2-phenylethyl, 2-phenylethylamino, phenylsulfonyl, 3-trifluoromethoxybenzyloxy, 4-trifluoromethoxybenzyloxy, 3-trifluoromethoxyphenoxy, 4-trifluoromethoxyphenoxy,

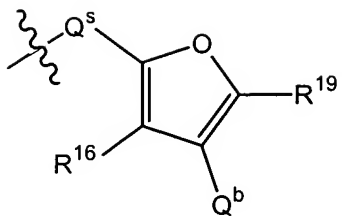
3-trifluoromethylbenzyloxy, 4-trifluoromethylbenzyloxy,
2,4-bis-trifluoromethylbenzyloxy, 3-trifluoromethylbenzyl,
3,5-bis-trifluoromethylbenzyloxy, 4-trifluoromethylphenoxy,
3-trifluoromethylphenoxy, 3-trifluoromethylthiobenzyloxy,
4-trifluoromethylthiobenzyloxy, 2,3,4-trifluorophenoxy, 2,3,5-trifluorophenoxy, 3-pentafluoroethylphenoxy, 3-(1,1,2,2-tetrafluoroethoxy)phenoxy, and
3-trifluoromethylthiophenoxy;

Y^0 is selected from the group consisting of: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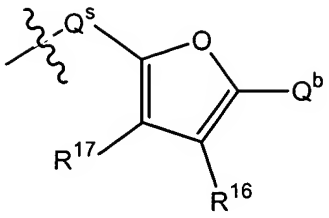
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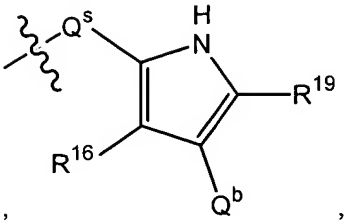
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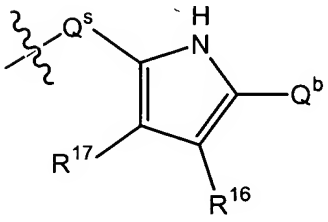
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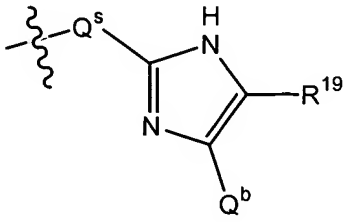
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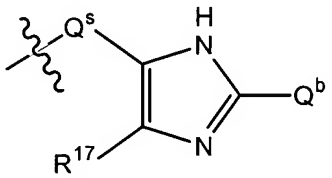
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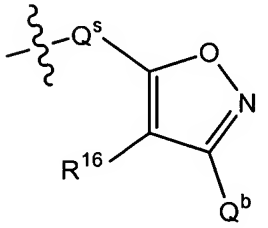
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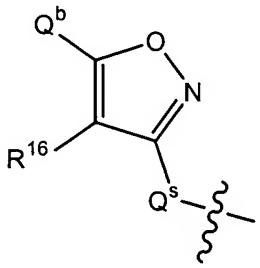
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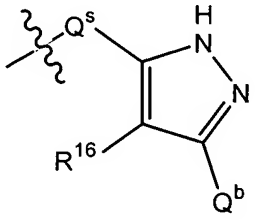
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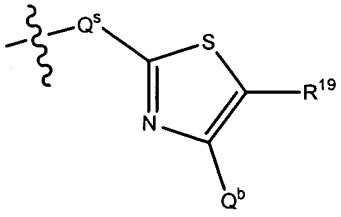
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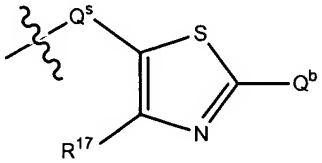
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~~1-Q^b-4-Q^s-2-R^{16}-3-R^{17}-5-R^{18}-6-R^{19}benzene, 2-Q^b-5-Q^s-6-R^{17}-4-R^{18}-3-R^{19}pyridine, 3-Q^b-6-Q^s-2-R^{16}-5-R^{18}-4-R^{19}pyridine, 2-Q^b-5-Q^s-3-R^{16}-6-R^{18}pyrazine, 3-Q^b-6-Q^s-2-R^{16}-5-R^{18}-4-R^{19}pyridazine, 2-Q^b-5-Q^s-4-R^{17}-6-R^{18}pyrimidine, 5-Q^b-2-Q^s-4-R^{16}-6-R^{19}pyrimidine, 3-Q^b-5-Q^s-4-R^{16}-2-R^{19}thiophene, 2-Q^b-5-Q^s-3-R^{16}-4-R^{17}thiophene, 3-Q^b-5-Q^s-4-R^{16}-2-R^{19}furan, 2-Q^b-5-Q^s-3-R^{16}-4-R^{17}furan,3-Q^b-5-Q^s-4-R^{16}-2-R^{19}pyrrole, 2-Q^b-5-Q^s-3-R^{16}-4-R^{17}pyrrole, 4-Q^b-2-Q^s-5-R^{19}imidazole, 2-Q^b-4-Q^s-5-R^{17}imidazole, 3-Q^b-5-Q^s-4-R^{16}isoxazole, 5-Q^b-3-Q^s-4-R^{16}isoxazole, 2-Q^b-5-Q^s-4-R^{16}pyrazole, 4-Q^b-2-Q^s-5-R^{19}thiazole, and 2-Q^b-5-Q^s-4-R^{17}thiazole;~~

R^{16}, R^{17}, R^{18}, and R^{19} are independently selected from the group consisting of hydrido, methyl, ethyl, isopropyl, propyl, carboxy, amidino, guanidino, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethylthio, methylsulfinyl, ethylsulfinyl, methylsulfonyl, ethylsulfonyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, and cyano;

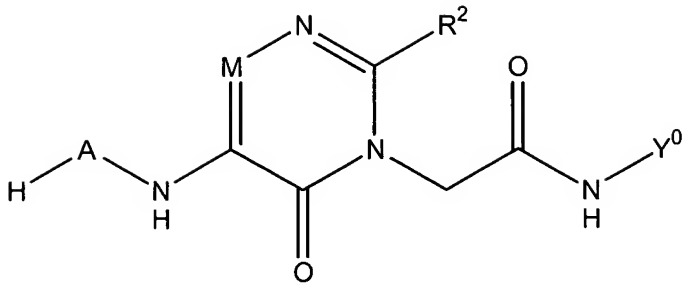
~~R^{16} or R^{19} is optionally selected from the group consisting of $NR^{20}R^{21}$, $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, and $C(NR^{25})NR^{23}R^{24}$, with the proviso that R^{16}, R^{19}, and Q^b are not simultaneously hydrido;~~

Q^b is selected from the group consisting of $NR^{20}R^{21}$, hydrido, $C(NR^{25})NR^{23}R^{24}$, and $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, with the proviso that no more than one of R^{20}, R^{21}, R^{23}, and R^{24} can be hydroxy, when any two of the group consisting of R^{20}, R^{21}, R^{23}, and R^{24} are bonded to the same atom and with the further proviso that said Q^b group is bonded directly to a carbon atom;

R^{20}, R^{21}, R^{23}, R^{24}, R^{25}, and R^{26} are independently selected from the group consisting of hydrido, methyl, ethyl, propyl, butyl, isopropyl, and hydroxy; **and**

Q^s is selected from the group consisting of a bond, CH_2, and CH_2CH_2.

6. (currently amended): The compound as recited in **[[**Claim**]]** **claim** 4 having the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

A is selected from the group consisting of $CH_2N(CH_3)$, $CH_2N(CH_2CH_3)$, $CH_2CH_2N(CH_3)$, and $CH_2CH_2N(CH_2CH_3)$;

M is N or R^1-C;

R^1 is selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, 1-aminoethyl, methylamino, dimethylamino, cyano, methyl, ethyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, methoxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, methoxyamino, methylthio, ethylthio, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, and bromo;

R^2 is Z^0-Q;

Z^0 is selected from the group consisting of a bond, O, S, NH, $N(CH_3)$, OCH_2, SCH_2, $N(H)CH_2$, and $N(CH_3)CH_2$;

Q is selected from the group consisting of phenyl **[[,]]** **and** 2-thienyl, 3-thienyl, 2-furyl, 3-furyl, 2-pyrrolyl, 3-pyrrolyl, 2-imidazolyl, 4-imidazolyl, 3-pyrazolyl, 4-pyrazolyl, 2-thiazolyl, 3-isoxazolyl, 5-isoxazolyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyrazinyl, 2-pyrimidinyl, 4-pyrimidinyl, 5-pyrimidinyl, 3-pyridazinyl, 4-pyridazinyl, and 1,3,5-triazin-2-yl **heteroaryl rings**, wherein **(a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12}, and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the**

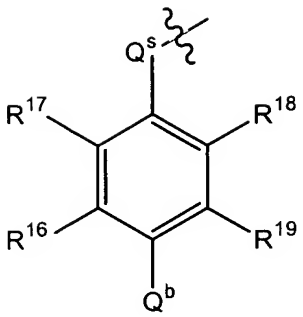
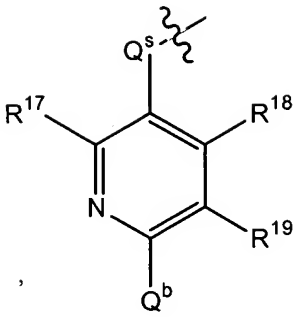
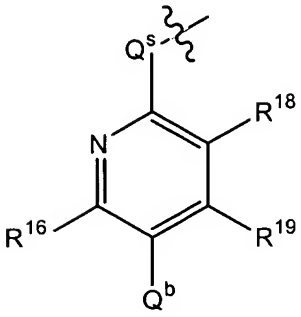
point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{10} and R^{12}, respectively, is optionally substituted by R^{11} ~~a carbon adjacent to the carbon at the point of attachment of said phenyl or heteroaryl ring to Z^0 is optionally substituted by R^9, the other carbon adjacent to the carbon at the point of attachment is optionally substituted by R^{13}, a carbon adjacent to R^9 and two atoms from the carbon at the point of attachment is optionally substituted by R^{10}, a carbon adjacent to R^{13} and two atoms from the carbon at the point of attachment is optionally substituted by R^{12}, and any carbon adjacent to both R^{10} and R^{12} is optionally substituted by R^{11}~~, with the proviso that Q is other than a phenyl when Z^0 is a bond;

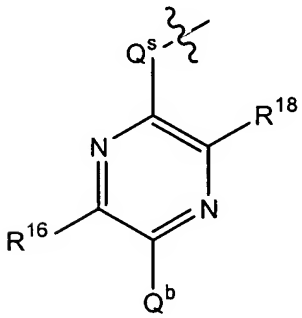
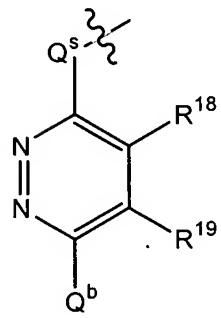
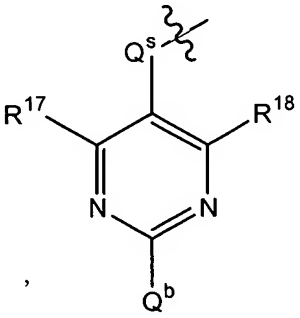
R^9, R^{11}, and R^{13} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, methanesulfonamido, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, and cyano;

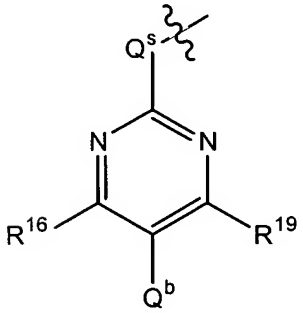
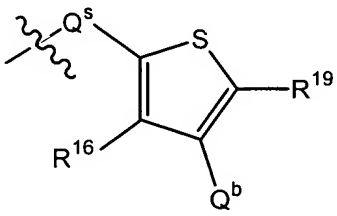
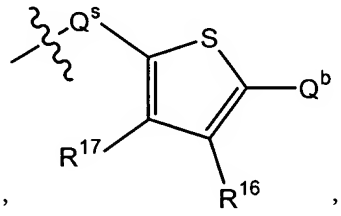
R^{10} and R^{12} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, carboxymethyl, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methanesulfonamido, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, N-benzylamidocarbonyl, N-(2-chlorobenzyl)amidocarbonyl, N-(3-fluorobenzyl)amidocarbonyl, N-(2-trifluoromethylbenzyl)amidocarbonyl, N-(1-phenylethyl)amidocarbonyl, N-(1-methyl-1-phenylethyl)amidocarbonyl, N-benzylamidosulfonyl, N-(2-chlorobenzyl)amidosulfonyl, N-ethylamidocarbonyl, N-isopropylamidocarbonyl, N-propylamidocarbonyl, N-isobutylamidocarbonyl, N-(2-butyl)amidocarbonyl,

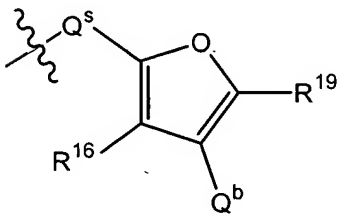
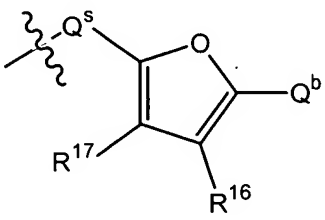
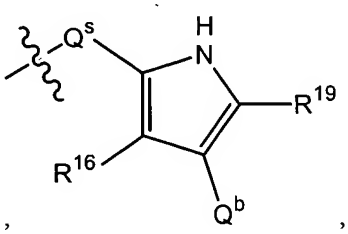
N-cyclobutylamidocarbonyl, N-cyclopentylamidocarbonyl,
N-cyclohexylamidocarbonyl, fluoro, chloro, bromo, cyano, cyclobutoxy, cyclohexoxy,
cyclohexylmethoxy, 4-trifluoromethycyclohexylmethoxy, cyclopentoxy, benzyl,
benzyloxy, 4-bromo-3-fluorophenoxy,
3-bromobenzyloxy, 4-bromobenzyloxy, 4-bromobenzylamino,
5-bromopyrid-2-ylmethylamino, 4-butoxyphenamino, 3-chlorobenzyl,
4-chlorophenoxy, 4-chloro-3-ethylphenoxy, 4-chloro-3-ethylbenzylamino,
4-chloro-3-ethylphenylamino, 3-chlorobenzyloxy, 4-chlorobenzyloxy,
4-chlorobenzylsulfonyl, 4-chlorophenylamino, 4-chlorophenylsulfonyl,
5-chloropyrid-3-yloxy, 2-cyanopyrid-3-yloxy, 2,3-difluorobenzyloxy,
2,4-difluorobenzyloxy, 3,4-difluorobenzyloxy, 2,5-difluorobenzyloxy,
3,5-difluorophenoxy, 3,5-difluorobenzyloxy, 4-difluoromethoxybenzyloxy,
2,3-difluorophenoxy, 2,4-difluorophenoxy, 2,5-difluorophenoxy,
3,5-dimethylphenoxy, 3,4-dimethylphenoxy, 3,4-dimethylbenzyloxy,
3,5-dimethylbenzyloxy, 4-ethoxyphenoxy, 4-ethylbenzyloxy, 3-ethylphenoxy, 4-
ethylaminophenoxy, 3-ethyl-5-methylphenoxy, 4-fluorobenzyloxy,
2-fluoro-3-trifluoromethylbenzyloxy, 3-fluoro-5-trifluoromethylbenzyloxy,
4-fluoro-2-trifluoromethylbenzyloxy, 4-fluoro-3-trifluoromethylbenzyloxy,
2-fluorophenoxy, 4-fluorophenoxy, 2-fluoro-3-trifluoromethylphenoxy,
2-fluorobenzyloxy, 4-fluorophenylamino, 2-fluoro-4-trifluoromethylphenoxy, 4-
isopropylbenzyloxy, 3-isopropylphenoxy, 4-isopropylphenoxy,
4-isopropyl-3-methylphenoxy, 4-isopropylbenzyloxy, 3-isopropylphenoxy,
4-isopropylphenoxy, 4-isopropyl-3-methylphenoxy, phenylamino,
1-phenylethoxy, 2-phenylethoxy, 2-phenylethyl, 2-phenylethylamino, phenylsulfonyl,
3-trifluoromethoxybenzyloxy, 4-trifluoromethoxybenzyloxy,
3-trifluoromethoxyphenoxy, 4-trifluoromethoxyphenoxy,
3-trifluoromethylbenzyloxy, 4-trifluoromethylbenzyloxy,
2,4-bis-trifluoromethylbenzyloxy, 3-trifluoromethylbenzyl,
3,5-bis-trifluoromethylbenzyloxy, 4-trifluoromethylphenoxy,
3-trifluoromethylphenoxy, 3-trifluoromethylthiobenzyloxy,
4-trifluoromethylthiobenzyloxy, 2,3,4-trifluorophenoxy, 2,3,5-trifluorophenoxy, 3-
pentafluoroethylphenoxy, 3-(1,1,2,2-tetrafluoroethoxy)phenoxy, and
3-trifluoromethylthiophenoxy;

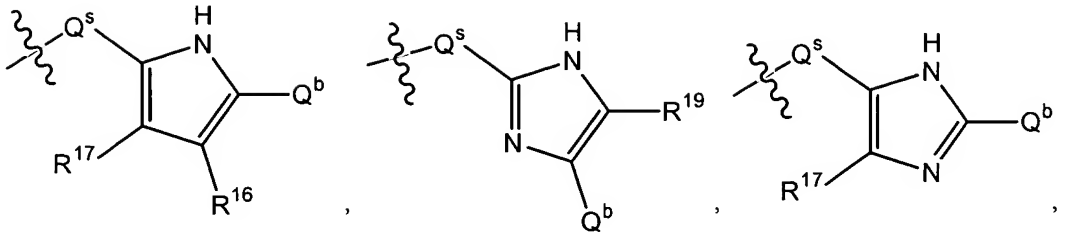
Y^0 is selected from the group consisting of:

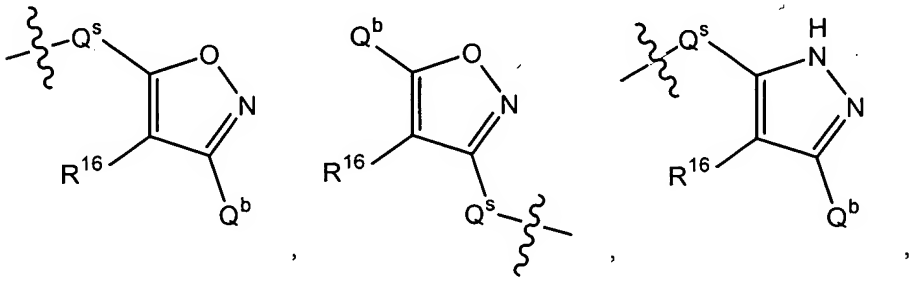




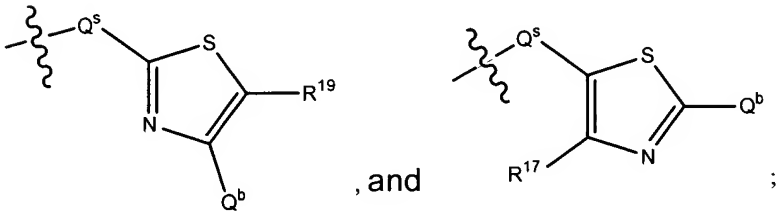









, and ;

~~1-Q^b-4-Q^s-2-R^{16}-3-R^{17}-5-R^{18}-6-R^{19}benzene, 2-Q^b-5-Q^s-6-R^{17}-4-R^{18}-3-R^{19}pyridine, 3-Q^b-6-Q^s-2-R^{16}-5-R^{18}-4-R^{19}pyridine, 2-Q^b-5-Q^s-3-R^{16}-6-R^{18}pyrazine, 3-Q^b-6-Q^s-2-R^{16}-5-R^{18}-4-R^{19}pyridazine, 2-Q^b-5-Q^s-4-R^{17}-6-R^{18}pyrimidine, 5-Q^b-2-Q^s-4-R^{16}-6-R^{19}pyrimidine, 3-Q^b-5-Q^s-4-R^{16}-2-R^{19}thiophene, 2-Q^b-5-Q^s-3-R^{16}-4-R^{17}thiophene, 3-Q^b-5-Q^s-4-R^{16}-2-R^{19}furan, 2-Q^b-5-Q^s-3-R^{16}-4-R^{17}furan,3-Q^b-5-Q^s-4-R^{16}-2-R^{19}pyrrole, 2-Q^b-5-Q^s-3-R^{16}-4-R^{17}pyrrole, 4-Q^b-2-Q^s-5-R^{19}imidazole, 2-Q^b-4-Q^s-5-R^{17}imidazole, 3-Q^b-5-Q^s-4-R^{16}isoxazole, 5-Q^b-3-Q^s-4-R^{16}isoxazole, 2-Q^b-5-Q^s-4-R^{16}pyrazole, 4-Q^b-2-Q^s-5-R^{19}thiazole, and 2-Q^b-5-Q^s-4-R^{17}thiazole;~~

R^{16}, R^{17}, R^{18}, and R^{19} are independently selected from the group consisting of hydrido, methyl, ethyl, isopropyl, propyl, carboxy. amidino, guanidino, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio,

isopropylthio, trifluoromethylthio, methylsulfinyl, ethylsulfinyl, methylsulfonyl, ethylsulfonyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, hydroxymethyl,1-hydroxyethyl, 2-hydroxyethyl, and cyano;

Q^b is selected from the group consisting of $NR^{20}R^{21}$, $C(NR^{25})NR^{23}R^{24}$, and $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, with the proviso that no more than one of R^{20}, R^{21}, R^{23}, and R^{24} can be hydroxy, when any two of the group consisting of R^{20}, R^{21}, R^{23}, and R^{24} are bonded to the same atom and with the further proviso that said Q^b group is bonded directly to a carbon atom;

R^{20}, R^{21}, R^{23}, R^{24}, R^{25}, and R^{26} are independently selected from the group consisting of hydrido, methyl, ethyl, propyl, butyl, isopropyl, and hydroxy; **and**

Q^s is selected from the group consisting of a bond, CH_2, and CH_2CH_2.

7. (currently amended): The compound as recited in **[[Claim]]** **claim** 6 or a pharmaceutically acceptable salt thereof, wherein;

A is selected from the group consisting of $CH_2N(CH_3)$, $CH_2N(CH_2CH_3)$, $CH_2CH_2N(CH_3)$, and $CH_2CH_2N(CH_2CH_3)$;

M is N or R^1-C;

R^1 is selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, methylamino, cyano, methyl, trifluoromethyl, methoxy, hydroxymethyl, methoxyamino, methylthio, trifluoromethoxy, fluoro, and chloro;

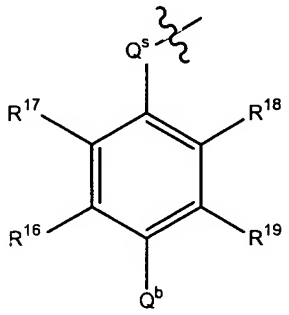
R^2 is Z^0-Q;

Z^0 is selected from the group consisting of a bond, O, S, NH, and $N(CH_3)$;

Q is selected from the group consisting of
3-amidocarbonyl-5-aminophenyl, 3-amino-5-(N-benzylamidocarbonyl)phenyl,
3-amino-5-benzylphenyl, 3-amino-5-(2-phenylethyl)phenyl,
3-amino-5-benzylaminophenyl, 3-amino-5-(2-phenylethylamino)phenyl,
3-amino-5-benzyloxyphenyl, 3-amino-5-(2-phenylethoxy)phenyl,
3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl,
3-amino-5-(N-(3-fluorobenzyl)amidocarbonyl)phenyl,
3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl,
3-amino-5-(N-(1-phenylethyl)amidocarbonyl)phenyl,
3-amino-5-(N-(1-methyl-1-phenylethyl)amidocarbonyl)phenyl,
3-amino-5-(N-benzylamidosulfonyl)phenyl,
3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl,

3-amino-5-(N-ethylamidocarbonyl)phenyl,
3-amino-5-(N-isopropylamidocarbonyl)phenyl,
3-amino-5-(N-propylamidocarbonyl)phenyl,
3-amino-5-(N-isobutylamidocarbonyl)phenyl,
3-amino-5-(N-(2-butyl)amidocarbonyl)phenyl,
3-amino-5-(N-cyclobutylamidocarbonyl)phenyl,
3-amino-5-(N-cyclopentylamidocarbonyl)phenyl,
3-amino-5-(N-cyclohexylamidocarbonyl)phenyl, 5-amino-2-fluorophenyl,
3-amino-5-hydroxymethylphenyl, 5-amino-3-methoxycarbonylphenyl,
3-amidinophenyl, 3-amino-2-methylphenyl, 5-amino-2-methylthiophenyl,
-aminophenyl, 3-amino-5-(4-trifluoromethylbenzylamino)phenyl,
3-amino-5-(4-trifluoromethylbenzyloxy)phenyl, 3-carboxyphenyl,
3-carboxy-5-hydroxyphenyl, 3-amino-5-carboxyphenyl, 3-chlorophenyl,
2-chlorophenyl, 3-cyanophenyl, 3,5-diaminophenyl, 3-dimethylaminophenyl,
2-fluorophenyl, 3-fluorophenyl, 2-hydroxyphenyl, 3-hydroxyphenyl,
3-methanesulfonylaminophenyl, 2-methoxyphenyl, 3-methoxyphenyl,
3-methoxyaminophenyl, 3-methoxycarbonylphenyl, 2-methylaminophenyl,
3-methylaminophenyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, phenyl, 3-trifluoroacetamidophenyl, 3-trifluoromethylphenyl,
2-trifluoromethylphenyl, 5-amino-2-thienyl, 5-amino-3-thienyl,
3-bromo-2-thienyl, 3-pyridyl, 4-pyridyl, 2-thienyl, and 3-thienyl, with the proviso that Q is other than a phenyl or a substituted phenyl when Z^0 is a bond;

Y^0 is selected from the group consisting of:



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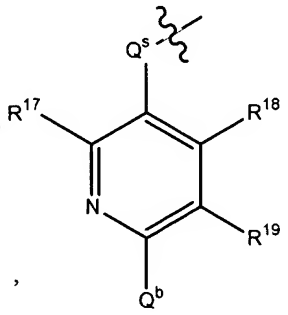

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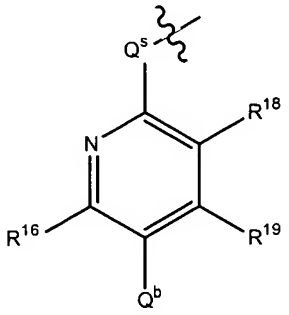

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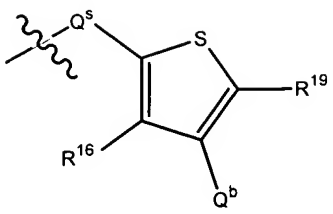

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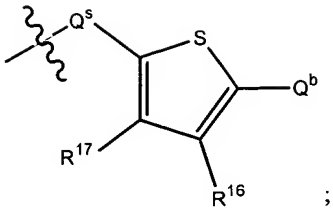


;

~~1-Q^b-4-Q^s-2-R^{16}-3-R^{17}-5-R^{18}-6-R^{19}benzene, 2-Q^b-5-Q^s-6-R^{17}-4-R^{18}-3-R^{19}pyridine, 3-Q^b-6-Q^s-2-R^{16}-5-R^{18}-4-R^{19}pyridine,3-Q^b-5-Q^s-4-R^{16}-2-R^{19}thiophene, and 2-Q^b-5-Q^s-3-R^{16}-4-R^{17}thiophene;~~

R^{16} and R^{19} are independently selected from the group consisting of hydrido, amidino, amino, aminomethyl, methoxy, methylamino, hydroxy, hydroxymethyl, fluoro, chloro, and cyano;

R^{17} and R^{18} are independently selected from the group consisting of hydrido, fluoro, chloro, hydroxy, hydroxymethyl, amino, carboxy, and cyano;

Q^b is $C(NR^{25})NR^{23}R^{24}$;

R^{23}, R^{24}, and R^{25} are independently hydrido or methyl; **and**

Q^s is CH_2.

8. (currently amended): A compound as recited in **[[Claim]]** **claim** 7 or a pharmaceutically acceptable salt thereof where said compound is selected from the group consisting of:

2-[3-[2-[3-aminophenoxy]-6-chloro-N-[[4-aminoiminomethylphenyl]methyl]-5-[N,N-dimethylhydrazino]-4-oxo-1(4H)-pyrimidinyl]]acetamide;

2-[3-[2-[3-aminophenoxy]-6-chloro-5-[N-ethyl-N-methylhydrazino]-N-[[4-aminoiminomethylphenyl]methyl]-4-oxo-1(4H)-pyrimidinyl]]acetamide;

2-[3-[2-[3-aminophenoxy]-6-chloro-5-[N,N-diethylhydrazino]-N-[[4-aminoiminomethylphenyl]methyl]-4-oxo-1(4H)-pyrimidinyl]]acetamide;

[2-[4-[3-[3-aminophenoxy]-N-[[4-aminoiminomethylphenyl]methyl]- 6-[N,N-dimethylhydrazino]-5-oxo-1(5H)-1,2,4-triazinyl]]acetamide;

2-[4-[3-[3-aminophenoxy]-6-[N-ethyl-N-methylhydrazino]-N-[[4-aminoiminomethylphenyl]methyl]-5-oxo-1(5H)-1,2,4-triazinyl]]acetamide;

2-[4-[3-[3-aminophenoxy]-6-[N,N-diethylhydrazino]-N-[[4-aminoiminomethylphenyl]methyl]-5-oxo-1(5H)-1,2,4-triazinyl]]acetamide;]

2-[3-[2-[3-amino-5-carboxyphenoxy]-6-chloro-N-[[4-aminoiminomethylphenyl]methyl]-5-[N,N-dimethylhydrazino]-4-oxo-1(4H)-pyrimidinyl]]acetamide;

2-[3-[2-[3-amino-5-carboxyphenoxy]-6-chloro-5-[N-ethyl-N-methylhydrazino]-N-[[4-aminoiminomethylphenyl]methyl]-4-oxo-1(4H)-pyrimidinyl]]acetamide;

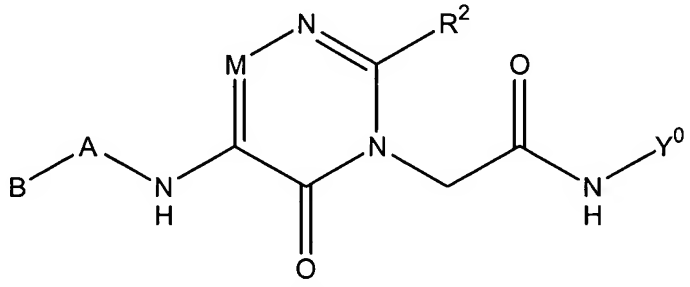
2-[3-[2-[3-amino-5-carboxyphenoxy]-6-chloro-5-[N,N-diethylhydrazino]-N-[[4-aminoiminomethylphenyl]methyl]-4-oxo-1(4H)-pyrimidinyl]]acetamide;

[2-[4-[3-[3-amino-5-carboxyphenoxy]-N-[[4-aminoiminomethylphenyl]methyl]-6-[N,N-dimethylhydrazino]-5-oxo-1(5H)-1,2,4-triazinyl]]acetamide;

2-[4-[3-[3-amino-5-carboxyphenoxy]-6-[N-ethyl-N-methylhydrazino]-N-[[4-aminoiminomethylphenyl]methyl]-5-oxo-1(5H)-1,2,4-triazinyl]]acetamide; **and**

2-[4-[3-[3-amino-5-carboxyphenoxy]-6-[N,N-diethylhydrazino]-N-[[4-aminoiminomethylphenylmethyl]-5-oxo-1(5H)-1,2,4-triazinyl]]acetamide.]

9. (currently amended): The compound as recited in **[[**Claim**]]** **claim** 2 having the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

B is phenyl or a heteroaryl of 5 or 6 ring members, wherein **(a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{32}, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{36}, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{32}, is optionally substituted by R^{33}, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{36}, is optionally substituted by R^{35}, and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha**

position relative to each of the ring atoms optionally substituted by R^{33} and R^{35}, respectively, is optionally substituted by R^{34}; ~~a carbon adjacent to the carbon at the point of attachment of said phenyl or heteroaryl ring to A is optionally substituted by R^{32}, the other carbon adjacent to the carbon at the point of attachment is optionally substituted by R^{36}, a carbon adjacent to R^{32} and two atoms from the carbon at the point of attachment is optionally substituted by R^{33}, a carbon adjacent to R^{36} and two atoms from the carbon at the point of attachment is optionally substituted by R^{35}, and any carbon adjacent to both R^{33} and R^{35} is optionally substituted by R^{34};~~

R^{32}, R^{33}, R^{34}, R^{35}, and R^{36} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, alkylamino, alkylthio, amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, carboalkoxy, carboxy, carboxamido, cyano, and Q^b;

A is a **bond** or $(CH(R^{15}))_{pa}$-$(W^7)_{rr}$ wherein rr is 0 or 1, pa is an integer selected from 0 through 3, and W^7 is $(R^7)NC(O)$ or $N(R^7)$;

R^7 is selected from the group consisting of hydrido, hydroxy and alkyl;

R^{15} is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

M is N or R^1-C;

R^1 is selected from the group consisting of hydrido, hydroxy, hydroxyamino, amidino, amino, cyano, hydroxyalkyl, alkoxy, alkyl, alkylamino, aminoalkyl, alkylthio, alkoxyamino, haloalkyl, haloalkoxy, and halo;

R^2 is Z^0-Q;

Z^0 is a bond or W^0-$(CH(R^{42}))_p$ wherein p is 0 or 1 and W^0 is selected from the group consisting of O, S, and $N(R^{41})$;

R^{41} and R^{42} are independently hydrido or alkyl;

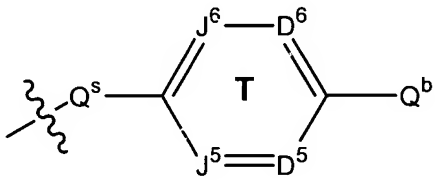
Q is phenyl or a heteroaryl of 5 or 6 ring members, wherein **(a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13},**

is optionally substituted by R^{12}, and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{10} and R^{12}, respectively, is optionally substituted by R^{11} ~~a carbon adjacent to the carbon at the point of attachment of said phenyl or heteroaryl ring to Z^0 is optionally substituted by R^9, the other carbon adjacent to the carbon at the point of attachment is optionally substituted by R^{13}, a carbon adjacent to R^9 and two atoms from the carbon at the point of attachment is optionally substituted by R^{10}, a carbon adjacent to R^{13} and two atoms from the carbon at the point of attachment is optionally substituted by R^{12}, and any carbon adjacent to both R^{10} and R^{12} is optionally substituted by R^{11}~~, with the proviso that Q is other than a phenyl when Z^0 is a bond;

R^9, R^{11}, and R^{13} are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, guanidino, alkylamino, alkylthio, alkylsulfonamido, alkylsulfinyl, alkylsulfonyl, amidosulfonyl, alkyl, alkoxy, halo, haloalkyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, carboxy, carboxamido, and cyano;

R^{10} and R^{12} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heteroaryl, heterocyclyl, alkoxy, cycloalkoxy, cycloalkylalkoxy, aralkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclyloxy, heterocyclylalkoxy, hydroxy, amino, alkoxyamino, alkylamino, arylamino, aralkylamino, heteroarylamino, heteroaralkylamino, heterocyclylamino, heterocyclylalkylamino, alkylsulfonamido, amidosulfonyl, arylsulfinyl, aralkylsulfinyl, cycloalkylsulfinyl, heteroarylsulfinyl, arylsulfonyl, aralkylsulfonyl, cycloalkylsulfonyl, heteroarylsulfonyl, hydroxyalkyl, hydroxyhaloalkyl, aminoalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxamido, halo, haloalkyl, and cyano;

Y^0 is **the formula**



wherein J^5, J^6, D^5, D^6 and the ring carbon atoms to which they are attached define a phenyl or 5- or 6-membered heteroaryl ring, T, wherein one of J^5 and J^6 is absent when T is a 5-membered heteroaryl ring, J^5 is optionally

substituted by R^{17} when J^5 is a carbon atom, J^6 is optionally substituted by R^{18} when J^6 is a carbon atom, D^5 is optionally substituted by R^{16} when D^5 is a carbon atom and D^6 is optionally substituted by R^{19} when D^6 is a carbon atom; ~~phenyl or a heteroaryl of 5 or 6 ring members, wherein one carbon of said phenyl or said heteroaryl is substituted by Q^s, a carbon two or three contiguous atoms from the point of attachment of Q^s to the phenyl or heteroaryl ring is substituted by Q^b, a carbon adjacent to the point of attachment of Q^s is optionally substituted by R^{17}, another carbon adjacent to the point of attachment of Q^s is optionally substituted by R^{18}, a carbon adjacent to Q^b is optionally substituted by R^{16}, and another carbon adjacent to Q^b is optionally substituted by R^{19};~~

R^{16}, R^{17}, R^{18}, and R^{19} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

~~R^{16} or R^{19} is optionally $NR^{20}R^{21}$ or $C(NR^{25})NR^{23}R^{24}$, with the proviso that R^{16}, R^{19}, and Q^b are not simultaneously hydrido;~~

Q^b is selected from the group consisting of $NR^{20}R^{21}$, hydrido, and $C(NR^{25})NR^{23}R^{24}$, with the proviso that no more than one of R^{20} and R^{21} is hydroxy ~~at the same time~~ and with the further proviso that no more than one of R^{23} and R^{24} is hydroxy ~~at the same time~~;

R^{20}, R^{21}, R^{23}, R^{24}, and R^{25} are independently selected from the group consisting of hydrido, alkyl, and hydroxy; **and**

Q^s is selected from the group consisting of a bond, CH_2, and CH_2CH_2.

10. (currently amended): The compound as recited in **[[**Claim**]]** **claim** 9 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of phenyl **and [[,]]** 2-thienyl, 3-thienyl, 2-furyl, 3-furyl, 2-pyrrolyl, 3-pyrrolyl, 2-imidazolyl, 4-imidazolyl, 3-pyrazolyl, 4-pyrazolyl, 2-thiazolyl, 3-isoxazolyl, 5-isoxazolyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyrazinyl, 2-pyrimidinyl, 4-pyrimidinyl, 5-pyrimidinyl, 3-pyridazinyl, 4-pyridazinyl **heteroaryl rings**, and 1,3,5-triazin-2-yl, wherein **(a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{32}, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{36}, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of**

attachment and in an alpha position relative to the ring atom optionally substituted by R^{32}, is optionally substituted by R^{33}, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{36}, is optionally substituted by R^{35}, and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{33} and R^{35}, respectively, is optionally substituted by R^{34}; ~~a carbon adjacent to the carbon at the point of attachment of said phenyl or heteroaryl ring to A is optionally substituted by R^{32}, the other carbon adjacent to the carbon at the point of attachment is optionally substituted by R^{36}, a carbon adjacent to R^{32} and two atoms from the carbon at the point of attachment is optionally substituted by R^{33}, a carbon adjacent to R^{36} and two atoms from the carbon at the point of attachment is optionally substituted by R^{35}, and any carbon adjacent to both R^{33} and R^{35} is optionally substituted by R^{34};~~

R^{32}, R^{33}, R^{34}, R^{35}, and R^{36} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, cyano, and Q^b;

A is selected from the group consisting of a bond, NH, $N(CH_3)$, N(OH), CH_2, CH_3CH, CF_3CH, NHC(O), $N(CH_3)C(O)$, C(O)NH, $C(O)N(CH_3)$, CH_2CH_2, $CH_2CH_2CH_2$, CH_3CHCH_2, and CF_3CHCH_2;

M is N or R^1-C;

R^1 is selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, 1-aminoethyl, methylamino, dimethylamino, cyano, methyl, ethyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, methoxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, methoxyamino, methylthio, ethylthio, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, and bromo;

R^2 is Z^0-Q;

Z^0 is selected from the group consisting of a bond, O, S, NH, $N(CH_3)$, OCH_2, SCH_2, $N(H)CH_2$, and $N(CH_3)CH_2$;

Q is selected from the group consisting of phenyl **and [[,]]** 2-thienyl, 3-thienyl, 2-furyl, 3-furyl, 2-pyrrolyl, 3-pyrrolyl, 2-imidazolyl, 4-imidazolyl, 3-pyrazolyl, 4-pyrazolyl, 2-thiazolyl, 3-isoxazolyl, 5-isoxazolyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyrazinyl, 2-pyrimidinyl, 4-pyrimidinyl, 5-pyrimidinyl, 3-pyridazinyl, 4-pyridazinyl, and 1,3,5-triazin-2-yl **heteroaryl rings**, wherein **(a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12}, and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{10} and R^{12}, respectively, is optionally substituted by R^{11}** ~~a carbon adjacent to the carbon at the point of attachment of said phenyl or heteroaryl ring to Z^0 is optionally substituted by R^9, the other carbon adjacent to the carbon at the point of attachment is optionally substituted by R^{13}, a carbon adjacent to R^9 and two atoms from the carbon at the point of attachment is optionally substituted by R^{10}, a carbon adjacent to R^{13} and two atoms from the carbon at the point of attachment is optionally substituted by R^{12}, and any carbon adjacent to both R^{10} and R^{12} is optionally substituted by R^{11}~~, with the proviso that Q is other than a phenyl when Z^0 is a bond;

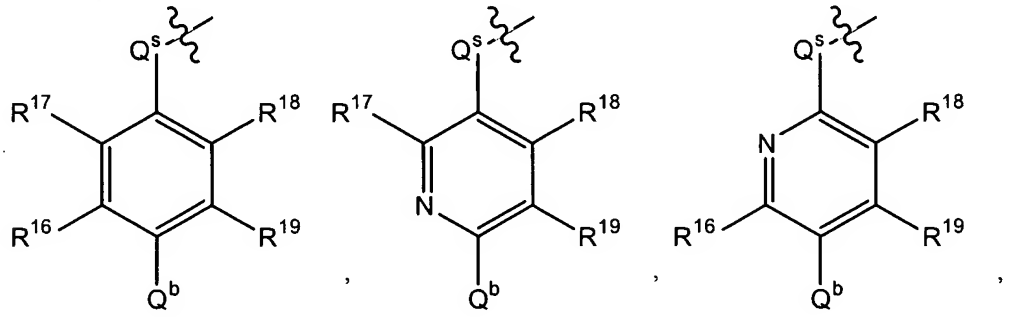
R^9, R^{11}, and R^{13} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, methanesulfonamido, amidosulfonyl, N-methylamidosulfonyl, N,N-

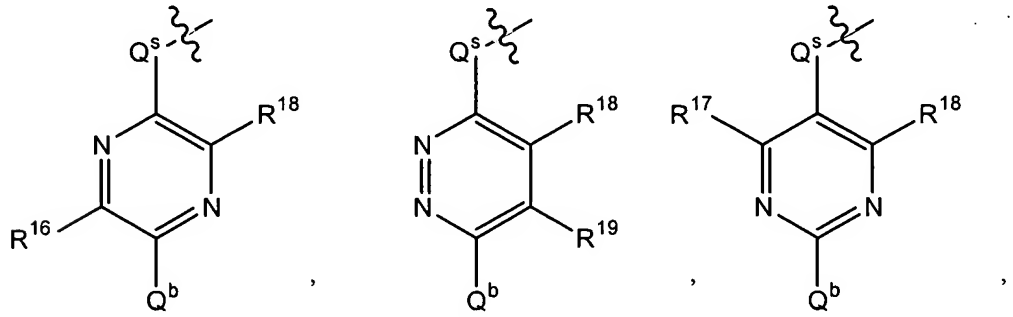
dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, and cyano;

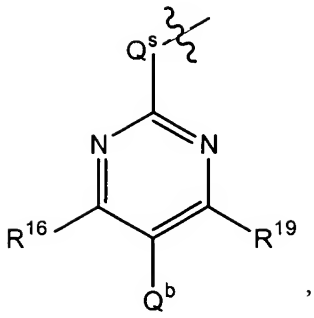
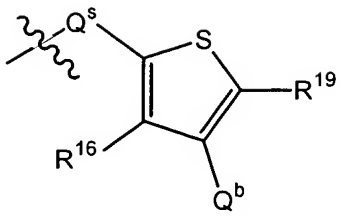
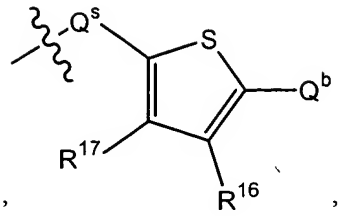
R^{10} and R^{12} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, carboxymethyl, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methanesulfonamido, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, N-benzylamidocarbonyl, N-(2-chlorobenzyl)amidocarbonyl, N-(3-fluorobenzyl)amidocarbonyl, N-(2-trifluoromethylbenzyl)amidocarbonyl, N-(1-phenylethyl)amidocarbonyl, N-(1-methyl-1-phenylethyl)amidocarbonyl, N-benzylamidosulfonyl, N-(2-chlorobenzyl)amidosulfonyl, N-ethylamidocarbonyl, N-isopropylamidocarbonyl, N-propylamidocarbonyl, N-isobutylamidocarbonyl, N-(2-butyl)amidocarbonyl, N-cyclobutylamidocarbonyl, N-cyclopentylamidocarbonyl, N-cyclohexylamidocarbonyl, fluoro, chloro, bromo, cyano, cyclobutoxy, cyclohexoxy, cyclohexylmethoxy, 4-trifluoromethycyclohexylmethoxy, cyclopentoxy, benzyl, benzyloxy, 4-bromo-3-fluorophenoxy, 3-bromobenzyloxy, 4-bromobenzyloxy, 4-bromobenzylamino, 5-bromopyrid-2-ylmethylamino, 4-butoxyphenamino, 3-chlorobenzyl, 4-chlorophenoxy, 4-chloro-3-ethylphenoxy, 4-chloro-3-ethylbenzylamino, 4-chloro-3-ethylphenylamino, 3-chlorobenzyloxy, 4-chlorobenzyloxy, 4-chlorobenzylsulfonyl, 4-chlorophenylamino, 4-chlorophenylsulfonyl, 5-chloropyrid-3-yloxy, 2-cyanopyrid-3-yloxy, 2,3-difluorobenzyloxy, 2,4-difluorobenzyloxy, 3,4-difluorobenzyloxy, 2,5-difluorobenzyloxy, 3,5-difluorophenoxy, 3,5-difluorobenzyloxy, 4-difluoromethoxybenzyloxy, 2,3-difluorophenoxy, 2,4-difluorophenoxy, 2,5-difluorophenoxy, 3,5-dimethylphenoxy, 3,4-dimethylphenoxy, 3,4-dimethylbenzyloxy, 3,5-dimethylbenzyloxy, 4-ethoxyphenoxy, 4-ethylbenzyloxy, 3-ethylphenoxy, 4-ethylaminophenoxy, 3-ethyl-5-methylphenoxy, 4-fluorobenzyloxy, 2-fluoro-3-trifluoromethylbenzyloxy, 3-fluoro-5-trifluoromethylbenzyloxy,

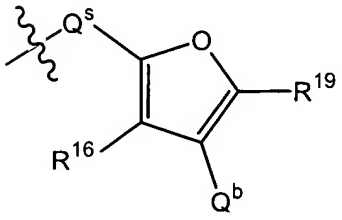
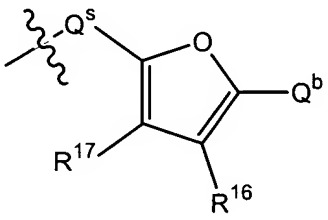
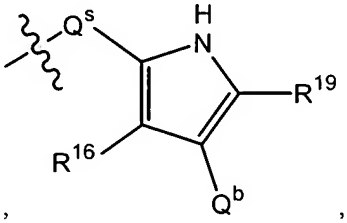
4-fluoro-2-trifluoromethylbenzyloxy, 4-fluoro-3-trifluoromethylbenzyloxy, 2-fluorophenoxy, 4-fluorophenoxy, 2-fluoro-3-trifluoromethylphenoxy, 2-fluorobenzyloxy, 4-fluorophenylamino, 2-fluoro-4-trifluoromethylphenoxy, 4-isopropylbenzyloxy, 3-isopropylphenoxy, 4-isopropylphenoxy, 4-isopropyl-3-methylphenoxy, 4-isopropylbenzyloxy, 3-isopropylphenoxy, 4-isopropylphenoxy, 4-isopropyl-3-methylphenoxy, phenylamino, 1-phenylethoxy, 2-phenylethoxy, 2-phenylethyl, 2-phenylethylamino, phenylsulfonyl, 3-trifluoromethoxybenzyloxy, 4-trifluoromethoxybenzyloxy, 3-trifluoromethoxyphenoxy, 4-trifluoromethoxyphenoxy, 3-trifluoromethylbenzyloxy, 4-trifluoromethylbenzyloxy, 2,4-bis-trifluoromethylbenzyloxy, 3-trifluoromethylbenzyl, 3,5-bis-trifluoromethylbenzyloxy, 4-trifluoromethylphenoxy, 3-trifluoromethylphenoxy, 3-trifluoromethylthiobenzyloxy, 4-trifluoromethylthiobenzyloxy, 2,3,4-trifluorophenoxy, 2,3,5-trifluorophenoxy, 3-pentafluoroethylphenoxy, 3-(1,1,2,2-tetrafluoroethoxy)phenoxy, and 3-trifluoromethylthiophenoxy;

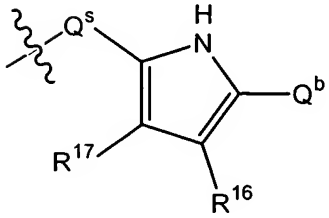
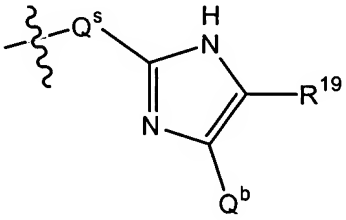
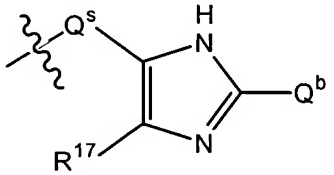
Y^0 is selected from the group consisting of:

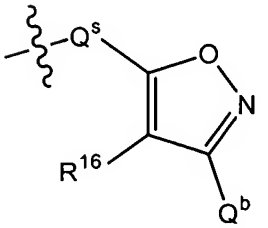
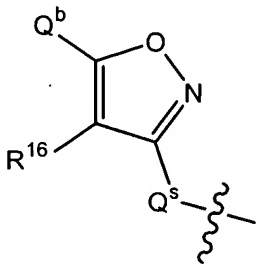
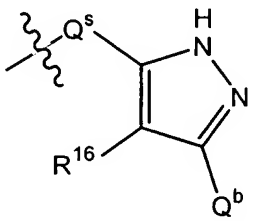


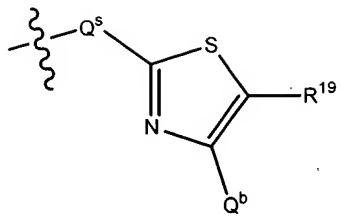




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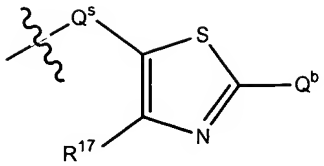

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~~1-Q^b-4-Q^s-2-R^{16}-3-R^{17}-5-R^{18}-6-R^{19}benzene, 2-Q^b-5-Q^s-6-R^{17}-4-R^{18}-3-R^{19}pyridine, 3-Q^b-6-Q^s-2-R^{16}-5-R^{18}-4-R^{19}pyridine, 2-Q^b-5-Q^s-3-R^{16}-6-R^{18}pyrazine, 3-Q^b-6-Q^s-2-R^{16}-5-R^{18}-4-R^{19}pyridazine, 2-Q^b-5-Q^s-4-R^{17}-6-R^{18}pyrimidine, 5-Q^b-2-Q^s-4-R^{16}-6-R^{19}pyrimidine, 3-Q^b-5-Q^s-4-R^{16}-2-R^{19}thiophene, 2-Q^b-5-Q^s-3-R^{16}-4-R^{17}thiophene, 3-Q^b-5-Q^s-4-R^{16}-2-R^{19}furan, 2-Q^b-5-Q^s-3-R^{16}-4-R^{17}furan, 3-Q^b-5-Q^s-4-R^{16}-2-R^{19}pyrrole, 2-Q^b-5-Q^s-3-R^{16}-4-R^{17}pyrrole, 4-Q^b-2-Q^s-5-R^{19}imidazole, 2-Q^b-4-Q^s-5-R^{17}imidazole, 3-Q^b-5-Q^s-4-R^{16}isoxazole, 5-Q^b-3-Q^s-4-R^{16}isoxazole, 2-Q^b-5-Q^s-4-R^{16}pyrazole, 4-Q^b-2-Q^s-5-R^{19}thiazole, and 2-Q^b-5-Q^s-4-R^{17}thiazole;~~

R^{16}, R^{17}, R^{18}, and R^{19} are independently selected from the group consisting of hydrido, methyl, ethyl, isopropyl, propyl, carboxy, amidino, guanidino, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethylthio, methylsulfinyl, ethylsulfinyl, methylsulfonyl, ethylsulfonyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, and cyano;

~~R^{16} or R^{19} is optionally $C(NR^{25})NR^{23}R^{24}$ with the proviso that R^{16}, R^{19}, and Q^b are not simultaneously hydrido;~~

Q^b is $C(NR^{25})NR^{23}R^{24}$ or hydrido, with the proviso that no more than one of R^{23} and R^{24} is hydroxy ~~at the same time~~;

R^{23}, R^{24}, and R^{25} are independently selected from the group consisting of hydrido, methyl, ethyl, and hydroxy; **and**

Q^s is selected from the group consisting of a bond, CH_2 and CH_2CH_2.

11. (currently amended): The compound as recited in **[[**Claim**]]** **claim** 10 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of 2-aminophenyl, 3-aminophenyl, 3-amidinophenyl, 4-amidinophenyl, 3-carboxyphenyl,

3-carboxy-5-hydroxyphenyl, 3-chlorophenyl, 4-chlorophenyl, 3,4-dichlorophenyl, 2-fluorophenyl, 3-fluorophenyl, 3,4-difluorophenyl, 3-hydroxyphenyl, 4-hydroxyphenyl, 3-methoxyaminophenyl, 3-methoxyphenyl, 4-methoxyphenyl, 3-methylphenyl, 4-methylphenyl, phenyl, 3-trifluoromethylphenyl, 2-imidazoyl, 2-pyridyl, 3-pyridyl, 5-chloro-3-trifluoromethyl-2-pyridyl, 4-pyridyl, 2-thienyl, 3-thienyl, and 3-trifluoromethyl-2-pyridyl;

A is selected from the group consisting of CH_2, CH_3CH, CF_3CH, NHC(O), CH_2CH_2, and $CH_2CH_2CH_2$;

M is N or R^1-C;

R^1 is selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, methylamino, cyano, methyl, trifluoromethyl, methoxy, hydroxymethyl, methoxyamino, methylthio, trifluoromethoxy, fluoro, and chloro;

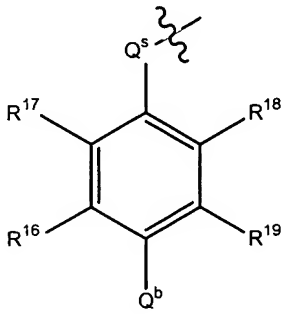
R^2 is Z^0-Q;

Z^0 is selected from the group consisting of a bond, O, S, NH, $N(CH_3)$, OCH_2, and SCH_2;

Q is selected from the group consisting of 3-amidocarbonyl-5-aminophenyl, 3-amino-5-(N-benzylamidocarbonyl)phenyl, 3-amino-5-benzylphenyl, 3-amino-5-(2-phenylethyl)phenyl, 3-amino-5-benzylaminophenyl, 3-amino-5-(2-phenylethylamino)phenyl, 3-amino-5-benzyloxyphenyl, 3-amino-5-(2-phenylethoxy)phenyl, 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, 3-amino-5-(N-(3-fluorobenzyl)amidocarbonyl)phenyl, 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, 3-amino-5-(N-(1-phenylethyl)amidocarbonyl)phenyl, 3-amino-5-(N-(1-methyl-1-phenylethyl)amidocarbonyl)phenyl, 3-amino-5-(N-benzylamidosulfonyl)phenyl, 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, 3-amino-5-(N-ethylamidocarbonyl)phenyl, 3-amino-5-(N-isopropylamidocarbonyl)phenyl, 3-amino-5-(N-propylamidocarbonyl)phenyl, 3-amino-5-(N-isobutylamidocarbonyl)phenyl, 3-amino-5-(N-(2-butyl)amidocarbonyl)phenyl, 3-amino-5-(N-cyclobutylamidocarbonyl)phenyl, 3-amino-5-(N-cyclopentylamidocarbonyl)phenyl,

3-amino-5-(N-cyclohexylamidocarbonyl)phenyl, 5-amino-2-fluorophenyl, 3-amino-5-hydroxymethylphenyl, 5-amino-3-methoxycarbonylphenyl, 3-amidinophenyl, 3-amino-2-methylphenyl, 5-amino-2-methylthiophenyl, 3-aminophenyl, 3-amino-5-(4-trifluoromethylbenzylamino)phenyl, 3-amino-5-(4-trifluoromethylbenzyloxy)phenyl, 3-carboxyphenyl, 3-carboxy-5-hydroxyphenyl, 3-amino-5-carboxyphenyl, 3-chlorophenyl, 2-chlorophenyl, 3-cyanophenyl, 3,5-diaminophenyl, 3-dimethylaminophenyl, 2-fluorophenyl, 3-fluorophenyl, 2-hydroxyphenyl, 3-hydroxyphenyl, 3-methanesulfonylaminophenyl, 2-methoxyphenyl, 3-methoxyphenyl, 3-methoxyaminophenyl, 3-methoxycarbonylphenyl, 2-methylaminophenyl, 3-methylaminophenyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, phenyl, 3-trifluoroacetamidophenyl, 3-trifluoromethylphenyl, 2-trifluoromethylphenyl, 5-amino-2-thienyl, 5-amino-3-thienyl, 3-bromo-2-thienyl, 3-pyridyl, 4-pyridyl, 2-thienyl, and 3-thienyl, with the proviso that Q is other than a phenyl or substituted phenyl when Z^0 is a bond;

Y^0 is selected from the group consisting of:



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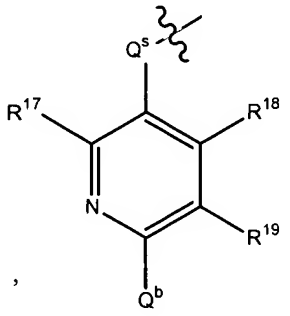

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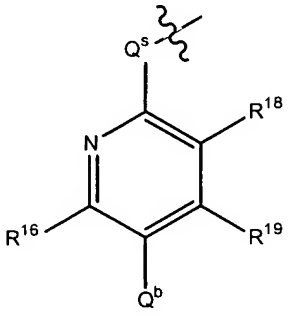

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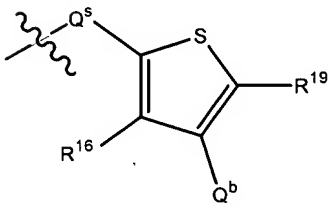
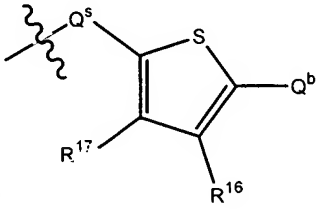


, and


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~~1-Q^b-4-Q^s-2-R^{16}-3-R^{17}-5-R^{18}-6-R^{19}benzene, 2-Q^b-5-Q^s-6-R^{17}-4-R^{18}-3-R^{19}pyridine, 3-Q^b-6-Q^s-2-R^{16}-5-R^{18}-4-R^{19}pyridine,3-Q^b-5-Q^s-4-R^{16}-2-R^{19}thiophene, and 2-Q^b-5-Q^s-3-R^{16}-4-R^{17}thiophene;~~

R^{16} and R^{19} are independently selected from the group consisting of hydrido, amidino, amino, aminomethyl, methoxy, methylamino, hydroxy, hydroxymethyl, fluoro, chloro, and cyano;

~~R^{16} or R^{19} is optionally $C(NR^{25})NR^{23}R^{24}$ with the proviso that R^{16}, R^{19}, and Q^b are not simultaneously hydrido;~~

R^{17} and R^{18} are independently selected from the group consisting of hydrido, fluoro, chloro, hydroxy, hydroxymethyl, amino, carboxy, and cyano;

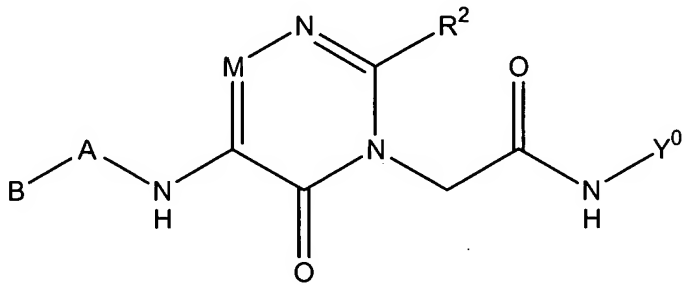
Q^b is $C(NR^{25})NR^{23}R^{24}$ or hydrido;

R^{23}, R^{24}, and R^{25} are independently hydrido or methyl; **and**

Q^s is CH_2.

Claims 12-16 (canceled).

17. (currently amended): The compound as recited in **[[**Claim**]]** **claim** 2 having the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, C2-C8 alkyl, C3-C8 alkenyl, C3-C8 alkynyl, and C2-C8 haloalkyl, wherein each member of group B is optionally substituted at any carbon up to and including 6 atoms from the point of attachment of B to A with one or more of the group consisting of R^{32}, R^{33}, R^{34}, R^{35}, and R^{36};

R^{32}, R^{33}, R^{34}, R^{35}, and R^{36} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, alkylamino, alkylthio, amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, carboalkoxy, carboxy, carboxamido, cyano, and Q^b;

A is a **bond** or $(CH(R^{15}))_{pa}$-$(W^7)_{rr}$ wherein rr is 0 or 1, pa is an integer selected from 0 through 3, and W^7 is $(R^7)NC(O)$ or $N(R^7)$;

R^7 is selected from the group consisting of hydrido, hydroxy and alkyl;

R^{15} is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

M is N or R^1-C;

R^1 is selected from the group consisting of hydrido, hydroxy, hydroxyamino, amidino, amino, cyano, hydroxyalkyl, alkoxy, alkyl, alkylamino, aminoalkyl, alkylthio, alkoxyamino, haloalkyl, haloalkoxy, and halo;

R^2 is Z^0-Q;

Z^0 is a bond or W^0-$(CH(R^{42}))_p$ wherein p is 0 or 1 and W^0 is selected from the group consisting of O, S, and $N(R^{41})$;

R^{41} and R^{42} are independently hydrido or alkyl;

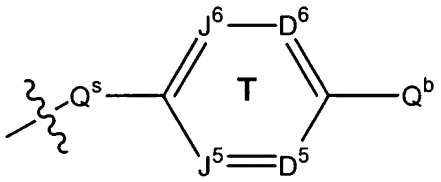
Q is phenyl or a heteroaryl of 5 or 6 ring members, wherein **(a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12}, and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{10} and R^{12}, respectively, is optionally substituted by R^{11}** ~~a carbon adjacent to the carbon at the point of attachment of said phenyl or heteroaryl ring to Z^0 is optionally substituted by R^9, the other carbon adjacent to the carbon at the point of attachment is optionally substituted by R^{13}, a carbon adjacent to R^9 and two atoms from the carbon at the point of attachment is optionally substituted by R^{10}, a carbon adjacent to R^{13} and two atoms from the carbon at the point of attachment is optionally substituted by R^{12}, and any carbon adjacent to both R^{10} and R^{12} is optionally substituted by R^{11}~~, with the proviso that Q is other than a phenyl when Z^0 is a bond;

R^9, R^{11}, and R^{13} are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, guanidino, alkylamino, alkylthio, alkylsulfonamido,

alkylsulfinyl, alkylsulfonyl, amidosulfonyl, alkyl, alkoxy, halo, haloalkyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, carboxy, carboxamido, and cyano;

R^{10} and R^{12} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heteroaryl, heterocyclyl, alkoxy, cycloalkoxy, cycloalkylalkoxy, aralkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclyloxy, heterocyclylalkoxy, hydroxy, amino, alkoxyamino, alkylamino, arylamino, aralkylamino, heteroarylamino, heteroaralkylamino, heterocyclylamino, heterocyclylalkylamino, alkylsulfonamido, amidosulfonyl, arylsulfinyl, aralkylsulfinyl, cycloalkylsulfinyl, heteroarylsulfinyl, arylsulfonyl, aralkylsulfonyl, cycloalkylsulfonyl, heteroarylsulfonyl, hydroxyalkyl, hydroxyhaloalkyl, aminoalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxamido, halo, haloalkyl, and cyano;

Y^0 is **the formula**



wherein J^5, J^6, D^5, D^6 and the ring carbon atoms to which they are attached define a phenyl or 5- or 6-membered heteroaryl ring, T, wherein one of J^5 and J^6 is absent when T is a 5-membered heteroaryl ring, J^5 is optionally substituted by R^{17} when J^5 is a carbon atom, J^6 is optionally substituted by R^{18} when J^6 is a carbon atom, D^5 is optionally substituted by R^{16} when D^5 is a carbon atom and D^6 is optionally substituted by R^{19} when D^6 is a carbon atom; ~~phenyl or a heteroaryl of 5 or 6 ring members, wherein one carbon of said phenyl or said heteroaryl is substituted by Q^s, a carbon two or three contiguous atoms from the point of attachment of Q^s to the phenyl or heteroaryl ring is substituted by Q^b, a carbon adjacent to the point of attachment of Q^s is optionally substituted by R^{17}, another carbon adjacent to the point of attachment of Q^s is optionally substituted by R^{18}, a carbon adjacent to Q^b is optionally substituted by R^{16}, and another carbon adjacent to Q^b is optionally substituted by R^{19};~~

R^{16}, R^{17}, R^{18}, and R^{19} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino,

alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

~~R^{16} or R^{19} is optionally selected from the group consisting of $NR^{20}R^{21}$, $C(NR^{25})NR^{23}R^{24}$, and $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$,, with the proviso that R^{16}, R^{19}, and Q^b are not simultaneously hydrido;~~

Q^b is selected from the group consisting of $NR^{20}R^{21}$, hydrido, $C(NR^{25})NR^{23}R^{24}$, and $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, with the proviso that no more than one of R^{20} and R^{21} is hydroxy ~~at the same time~~ and with the further proviso that no more than one of R^{23} and R^{24} is hydroxy ~~at the same time~~;

R^{20}, R^{21}, R^{23}, R^{24}, R^{25}, and R^{26} are independently selected from the group consisting of hydrido, alkyl, and hydroxy; **and**

Q^s is selected from the group consisting of a bond, CH_2, and CH_2CH_2.

18. (currently amended): The compound as recited in **[[**Claim**]]** **claim** 17 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, ethyl, 2-propynyl, 2-propenyl, propyl, isopropyl, butyl, 2-butenyl, 3-butenyl, 2-butynyl, sec-butyl, tert-butyl, isobutyl, 2-methylpropenyl, 1-pentyl, 2-pentenyl, 3-pentenyl, 4-pentenyl, 2-pentynyl, 3-pentynyl, 2-pentyl, 1-methyl-2-butenyl, 1-methyl-3-butenyl, 1-methyl-2-butynyl, 3-pentyl, 1-ethyl-2-propenyl, 2-methylbutyl, 2-methyl-2-butenyl, 2-methyl-3-butenyl, 2-methyl-3-butynyl, 3-methylbutyl, 3-methyl-2-butenyl, 3-methyl-3-butenyl, 1-hexyl, 2-hexenyl, 3-hexenyl, 4-hexenyl, 5-hexenyl, 2-hexynyl, 3-hexynyl, 4-hexynyl, 2-hexyl, 1-methyl-2-pentenyl, 1-methyl-3-pentenyl, 1-methyl-4-pentenyl, 1-methyl-2-pentynyl, 1-methyl-3-pentynyl, 3-hexyl, 1-ethyl-2-butenyl, 1-ethyl-3-butenyl, 1-propyl-2-propenyl, 1-ethyl-2-butynyl, 1-heptyl, 2-heptenyl, 3-heptenyl, 4-heptenyl, 5-heptenyl, 6-heptenyl, 2-heptynyl, 3-heptynyl, 4-heptynyl, 5-heptynyl, 2-heptyl, 1-methyl-2-hexenyl, 1-methyl-3-hexenyl, 1-methyl-4-hexenyl, 1-methyl-5-hexenyl, 1-methyl-2-hexynyl, 1-methyl-3-hexynyl, 1-methyl-4-hexynyl, 3-heptyl, 1-ethyl-2-pentenyl, 1-ethyl-3-pentenyl, 1-ethyl-4-pentenyl, 1-butyl-2-propenyl, 1-ethyl-2-pentynyl, 1-ethyl-3-pentynyl, 2,2,2-trifluoroethyl, 2,2-difluoropropyl, 4-trifluoromethyl-5,5,5-trifluoropentyl, 4-trifluoromethylpentyl, 5,5,6,6,6-pentafluorohexyl, and 3,3,3-trifluoropropyl, wherein each member of group B is optionally substituted at any carbon up to and including 5 atoms from the point

of attachment of B to A with one or more of the group consisting of R^{32}, R^{33}, R^{34}, R^{35}, and R^{36};

R^{32}, R^{33}, R^{34}, R^{35}, and R^{36} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, cyano, and Q^b;

A is selected from the group consisting of a bond, NH, $N(CH_3)$, N(OH), CH_2, CH_3CH, CF_3CH, NHC(O), $N(CH_3)C(O)$, C(O)NH, $C(O)N(CH_3)$, CH_2CH_2, $CH_2CH_2CH_2$, CH_3CHCH_2, and CF_3CHCH_2;

M is N or R^1-C;

R^1 is selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, 1-aminoethyl, methylamino, dimethylamino, cyano, methyl, ethyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, methoxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, methoxyamino, methylthio, ethylthio, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, and bromo;

R^2 is Z^0-Q;

Z^0 is selected from the group consisting of a bond, O, S, NH, $N(CH_3)$, OCH_2, SCH_2, $N(H)CH_2$, and $N(CH_3)CH_2$;

Q is selected from the group consisting of phenyl **[[,]]** **and** 2-thienyl, 3-thienyl, 2-furyl, 3-furyl, 2-pyrrolyl, 3-pyrrolyl, 2-imidazolyl, 4-imidazolyl, 3-pyrazolyl, 4-pyrazolyl, 2-thiazolyl, 3-isoxazolyl, 5-isoxazolyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyrazinyl, 2-pyrimidinyl, 4-pyrimidinyl, 5-pyrimidinyl, 3-pyridazinyl, 4-pyridazinyl, and 1,3,5-triazin-2-yl **heteroaryl rings**, wherein **(a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative**

to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12}, and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{10} and R^{12}, respectively, is optionally substituted by R^{11} ~~a carbon adjacent to the carbon at the point of attachment of said phenyl or heteroaryl ring to Z^0 is optionally substituted by R^9, the other carbon adjacent to the carbon at the point of attachment is optionally substituted by R^{13}, a carbon adjacent to R^9 and two atoms from the carbon at the point of attachment is optionally substituted by R^{10}, a carbon adjacent to R^{13} and two atoms from the carbon at the point of attachment is optionally substituted by R^{12}, and any carbon adjacent to both R^{10} and R^{12} is optionally substituted by R^{11}~~, with the proviso that Q is other than a phenyl when Z^0 is a bond;

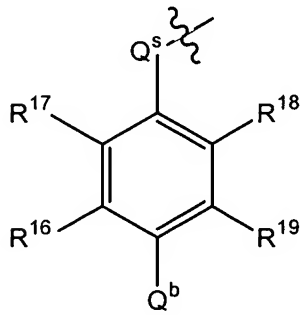
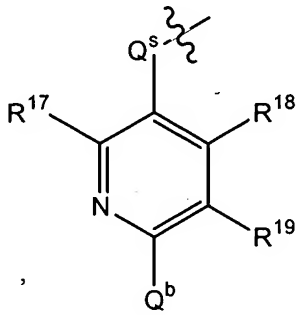
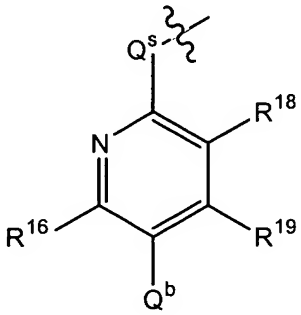
R^9, R^{11}, and R^{13} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, methanesulfonamido, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, and cyano;

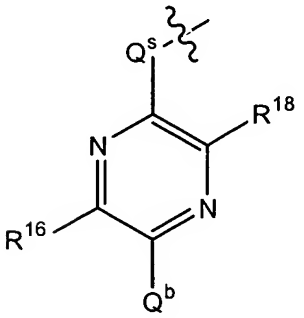
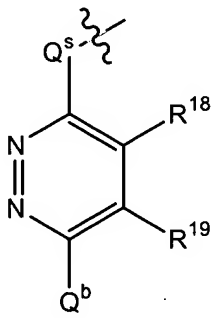
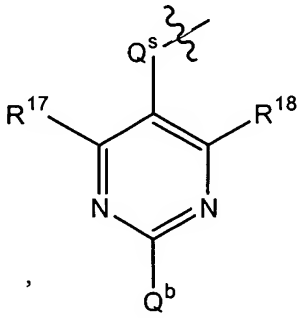
R^{10} and R^{12} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, carboxymethyl, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methanesulfonamido, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, N-benzylamidocarbonyl, N-(2-chlorobenzyl)amidocarbonyl,

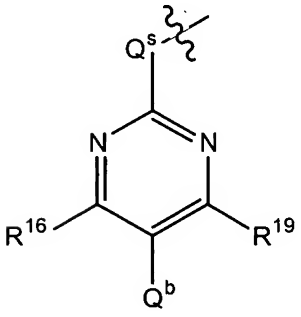
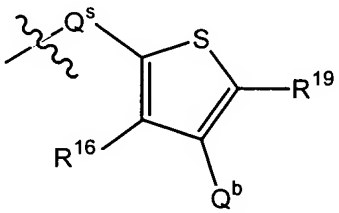
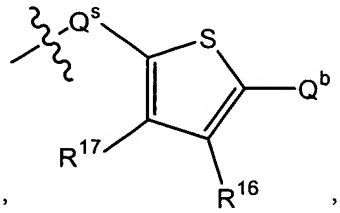
N-(3-fluorobenzyl)amidocarbonyl, N-(2-trifluoromethylbenzyl)amidocarbonyl, N-(1-phenylethyl)amidocarbonyl, N-(1-methyl-1-phenylethyl)amidocarbonyl, N-benzylamidosulfonyl, N-(2-chlorobenzyl)amidosulfonyl, N-ethylamidocarbonyl, N-isopropylamidocarbonyl, N-propylamidocarbonyl, N-isobutylamidocarbonyl, N-(2-butyl)amidocarbonyl, N-cyclobutylamidocarbonyl, N-cyclopentylamidocarbonyl, N-cyclohexylamidocarbonyl, fluoro, chloro, bromo, cyano, cyclobutoxy, cyclohexoxy, cyclohexylmethoxy, 4-trifluoromethycyclohexylmethoxy, cyclopentoxy, benzyl, benzyloxy, 4-bromo-3-fluorophenoxy, 3-bromobenzyloxy, 4-bromobenzyloxy, 4-bromobenzylamino, 5-bromopyrid-2-ylmethylamino, 4-butoxyphenamino, 3-chlorobenzyl, 4-chlorophenoxy, 4-chloro-3-ethylphenoxy, 4-chloro-3-ethylbenzylamino, 4-chloro-3-ethylphenylamino, 3-chlorobenzyloxy, 4-chlorobenzyloxy, 4-chlorobenzylsulfonyl, 4-chlorophenylamino, 4-chlorophenylsulfonyl, 5-chloropyrid-3-yloxy, 2-cyanopyrid-3-yloxy, 2,3-difluorobenzyloxy, 2,4-difluorobenzyloxy, 3,4-difluorobenzyloxy, 2,5-difluorobenzyloxy, 3,5-difluorophenoxy, 3,5-difluorobenzyloxy, 4-difluoromethoxybenzyloxy, 2,3-difluorophenoxy, 2,4-difluorophenoxy, 2,5-difluorophenoxy, 3,5-dimethylphenoxy, 3,4-dimethylphenoxy, 3,4-dimethylbenzyloxy, 3,5-dimethylbenzyloxy, 4-ethoxyphenoxy, 4-ethylbenzyloxy, 3-ethylphenoxy, 4-ethylaminophenoxy, 3-ethyl-5-methylphenoxy, 4-fluorobenzyloxy, 2-fluoro-3-trifluoromethylbenzyloxy, 3-fluoro-5-trifluoromethylbenzyloxy, 4-fluoro-2-trifluoromethylbenzyloxy, 4-fluoro-3-trifluoromethylbenzyloxy, 2-fluorophenoxy, 4-fluorophenoxy, 2-fluoro-3-trifluoromethylphenoxy, 2-fluorobenzyloxy, 4-fluorophenylamino, 2-fluoro-4-trifluoromethylphenoxy, 4-isopropylbenzyloxy, 3-isopropylphenoxy, 4-isopropylphenoxy, 4-isopropyl-3-methylphenoxy, 4-isopropylbenzyloxy, 3-isopropylphenoxy, 4-isopropylphenoxy, 4-isopropyl-3-methylphenoxy, phenylamino, 1-phenylethoxy, 2-phenylethoxy, 2-phenylethyl, 2-phenylethylamino, phenylsulfonyl, 3-trifluoromethoxybenzyloxy, 4-trifluoromethoxybenzyloxy, 3-trifluoromethoxyphenoxy, 4-trifluoromethoxyphenoxy, 3-trifluoromethylbenzyloxy, 4-trifluoromethylbenzyloxy, 2,4-bis-trifluoromethylbenzyloxy, 3-trifluoromethylbenzyl, 3,5-bis-trifluoromethylbenzyloxy, 4-trifluoromethylphenoxy, 3-trifluoromethylphenoxy, 3-trifluoromethylthiobenzyloxy,

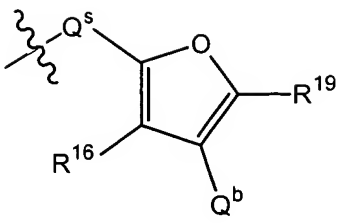
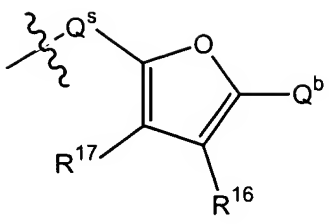
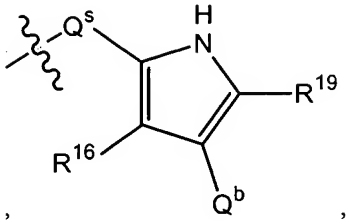
4-trifluoromethylthiobenzyloxy, 2,3,4-trifluorophenoxy, 2,3,5-trifluorophenoxy, 3-pentafluoroethylphenoxy, 3-(1,1,2,2-tetrafluoroethoxy)phenoxy, and 3-trifluoromethylthiophenoxy;

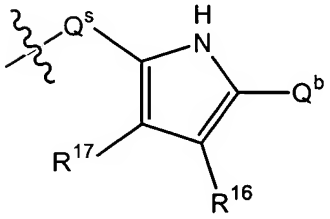
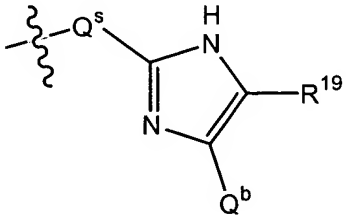
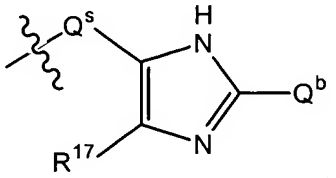
Y^0 is selected from the group consisting of:

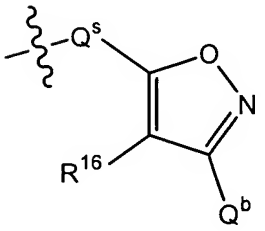
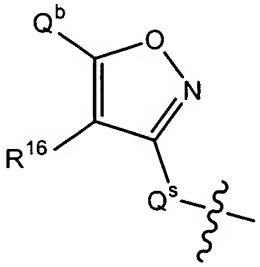
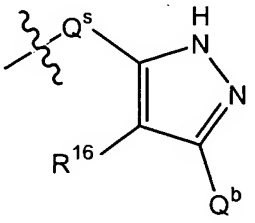




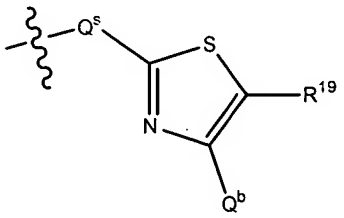


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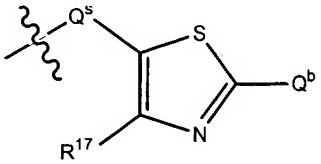
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~~1-Q^b-4-Q^s-2-R^{16}-3-R^{17}-5-R^{18}-6-R^{19}benzene, 2-Q^b-5-Q^s-6-R^{17}-4-R^{18}-3-R^{19}pyridine,~~

~~3-Q^b-6-Q^s-2-R^{16}-5-R^{18}-4-R^{19}pyridine, 2-Q^b-5-Q^s-3-R^{16}-6-R^{18}pyrazine, 3-Q^b-6-Q^s-2-R^{18}-5-R^{18}-4-R^{19}pyridazine, 2-Q^b-5-Q^s-4-R^{17}-6-R^{18}pyrimidine, 5-Q^b-2-Q^s-4-R^{16}-6-R^{19}pyrimidine, 3-Q^b-5-Q^s-4-R^{16}-2-R^{19}thiophene, 2-Q^b-5-Q^s-3-R^{16}-4-R^{17}thiophene, 3-Q^b-5-Q^s-4-R^{16}-2-R^{19}furan, 2-Q^b-5-Q^s-3-R^{16}-4-R^{17}furan, 3-Q^b-5-Q^s-4-R^{16}-2-R^{19}pyrrole, 2-Q^b-5-Q^s-3-R^{16}-4-R^{17}pyrrole, 4-Q^b-2-Q^s-5-R^{19}imidazole, 2-Q^b-4-Q^s-5-R^{17}imidazole, 3-Q^b-5-Q^s-4-R^{16}isoxazole, 5-Q^b-3-Q^s-4-R^{16}isoxazole, 2-Q^b-5-Q^s-4-R^{16}pyrazole, 4-Q^b-2-Q^s-5-R^{19}thiazole, and 2-Q^b-5-Q^s-4-R^{17}thiazole;~~

R^{16}, R^{17}, R^{18}, and R^{19} are independently selected from the group consisting of hydrido, methyl, ethyl, isopropyl, propyl, carboxy, amidino, guanidino, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethylthio, methylsulfinyl, ethylsulfinyl, methylsulfonyl, ethylsulfonyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, and cyano;

~~R^{16} or R^{19} is optionally selected from the group consisting of $NR^{20}R^{21}$, $C(NR^{25})NR^{23}R^{24}$, and $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, with the proviso that R^{16}, R^{19}, and Q^b are not simultaneously hydrido;~~

Q^b is selected from the group consisting of $NR^{20}R^{21}$, hydrido, $C(NR^{25})NR^{23}R^{24}$, and $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, with the proviso that no more than one of R^{20} and R^{21} is hydroxy ~~at the same time~~ and with the further proviso that no more than one of R^{23} and R^{24} is hydroxy ~~at the same time~~;

R^{20}, R^{21}, R^{23}, R^{24}, R^{25}, and R^{26} are independently selected from the group consisting of hydrido, methyl, ethyl, propyl, butyl, isopropyl, and hydroxy; **and**

Q^s is selected from the group consisting of a bond, CH_2, and CH_2CH_2.

19. (currently amended): The compound as recited in **[[**Claim**]]** **claim** 18 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butyl, (R)-2-butyl, (S)-2-butyl, tert-butyl, isobutyl, 1-pentyl, 3-pentyl, 2-methylbutyl, 2,2,2-trifluoroethyl, 6-amidocarbonylhexyl, 4-methyl-2-pentyl, 3-hydroxypropyl, 1-methoxy-2-propyl, 2-methoxyethyl, 2-methyl-2-butyl, 3-methyl-2-butyl, 2-dimethylaminopropyl, 2-cyanoethyl, 6-hydroxyhexyl, 2-hydroxyethyl,

2-amidinoethyl, 2-guanidinoethyl, 3-guanidinopropyl, 4-guanidinobutyl, 3-hydroxypropyl, 4-hydroxybutyl, 6-cyanohexyl, 2-dimethylaminoethyl, 3-methylbutyl, 2-methylbutyl, (S)-2-methylbutyl, 3-aminopropyl, 2-hexyl, and 4-aminobutyl;

A is selected from the group consisting of a bond, CH_2, NHC(O), CH_2CH_2, $CH_2CH_2CH_2$, and CH_3CHCH_2;

M is N or R^1-C;

R^1 is selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, methylamino, cyano, methyl, trifluoromethyl, methoxy, hydroxymethyl, methoxyamino, methylthio, trifluoromethoxy, fluoro, and chloro;

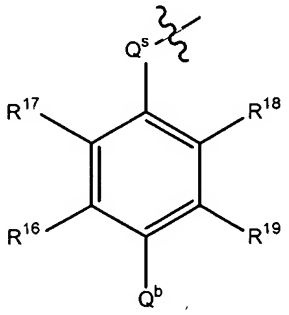
R^2 is Z^0-Q;

Z^0 is selected from the group consisting of a bond, O, S, NH, $N(CH_3)$, OCH_2, and SCH_2;

Q is selected from the group consisting of 3-amidocarbonyl-5-aminophenyl, 3-amino-5-(N-benzylamidocarbonyl)phenyl, 3-amino-5-benzylphenyl, 3-amino-5-(2-phenylethyl)phenyl, 3-amino-5-benzylaminophenyl, 3-amino-5-(2-phenylethylamino)phenyl, 3-amino-5-benzyloxyphenyl, 3-amino-5-(2-phenylethoxy)phenyl, 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, 3-amino-5-(N-(3-fluorobenzyl)amidocarbonyl)phenyl, 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, 3-amino-5-(N-(1-phenylethyl)amidocarbonyl)phenyl, 3-amino-5-(N-(1-methyl-1-phenylethyl)amidocarbonyl)phenyl, 3-amino-5-(N-benzylamidosulfonyl)phenyl, 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, 3-amino-5-(N-ethylamidocarbonyl)phenyl, 3-amino-5-(N-isopropylamidocarbonyl)phenyl, 3-amino-5-(N-propylamidocarbonyl)phenyl, 3-amino-5-(N-isobutylamidocarbonyl)phenyl, 3-amino-5-(N-(2-butyl)amidocarbonyl)phenyl, 3-amino-5-(N-cyclobutylamidocarbonyl)phenyl, 3-amino-5-(N-cyclopentylamidocarbonyl)phenyl, 3-amino-5-(N-cyclohexylamidocarbonyl)phenyl, 5-amino-2-fluorophenyl, 3-amino-5-hydroxymethylphenyl, 5-amino-3-methoxycarbonylphenyl, 3-amidinophenyl, 3-amino-2-methylphenyl, 5-amino-2-methylthiophenyl,

3-aminophenyl, 3-amino-5-(4-trifluoromethylbenzylamino)phenyl, 3-amino-5-(4-trifluoromethylbenzyloxy)phenyl, 3-carboxyphenyl, 3-carboxy-5-hydroxyphenyl, 3-amino-5-carboxyphenyl, 3-chlorophenyl, 2-chlorophenyl, 3-cyanophenyl, 3,5-diaminophenyl, 3-dimethylaminophenyl, 2-fluorophenyl, 3-fluorophenyl, 2-hydroxyphenyl, 3-hydroxyphenyl, 3-methanesulfonylaminophenyl, 2-methoxyphenyl, 3-methoxyphenyl, 3-methoxyaminophenyl, 3-methoxycarbonylphenyl, 2-methylaminophenyl, 3-methylaminophenyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, phenyl, 3-trifluoroacetamidophenyl, 3-trifluoromethylphenyl, 2-trifluoromethylphenyl, 5-amino-2-thienyl, 5-amino-3-thienyl, 3-bromo-2-thienyl, 3-pyridyl, 4-pyridyl, 2-thienyl, and 3-thienyl, with the proviso that Q is other than a phenyl or substituted phenyl when Z^0 is a bond;

Y^0 is selected from the group consisting of:



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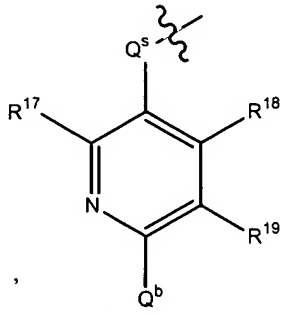

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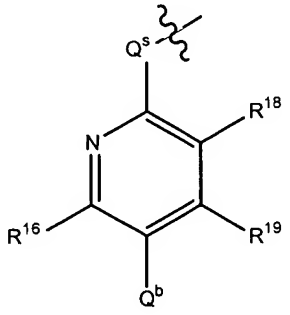

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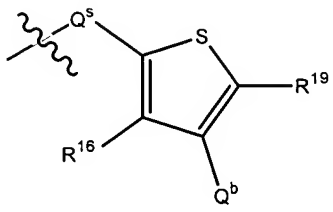

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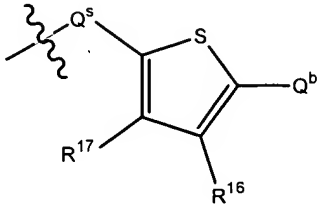

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~~1-Q^b-4-Q^s-2-R^{16}-3-R^{17}-5-R^{18}-6-R^{19}benzene, 2-Q^b-5-Q^s-6-R^{17}-4-R^{18}-3-R^{19}pyridine, 3-Q^b-6-Q^s-2-R^{16}-5-R^{18}-4-R^{19}pyridine,3-Q^b-5-Q^s-4-R^{16}-2-R^{19}thiophene, and 2-Q^b-5-Q^s-3-R^{16}-4-R^{17}thiophene;~~

R^{16} and R^{19} are independently selected from the group consisting of hydrido, amidino, amino, aminomethyl, methoxy, methylamino, hydroxy, hydroxymethyl, fluoro, chloro, and cyano;

~~R^{16} or R^{19} is optionally $C(NR^{25})NR^{23}R^{24}$ with the proviso that R^{16}, R^{19}, and Q^b are not simultaneously hydrido;~~

R^{17} and R^{18} are independently selected from the group consisting of hydrido, fluoro, chloro, hydroxy, hydroxymethyl, amino, carboxy, and cyano;

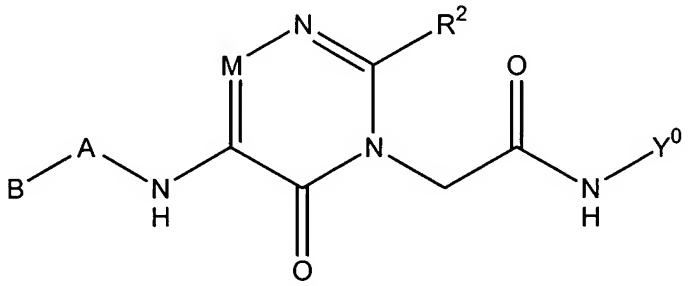
Q^b is hydrido or $C(NR^{25})NR^{23}R^{24}$;

R^{23}, R^{24}, and R^{25} are independently hydrido or methyl; **and**

Q^s is CH_2.

Claims 20-24 (canceled).

25. (currently amended): The compound as recited in **[[**Claim**]]** **claim** 2 having the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of C3-C7 cycloalkyl and C4 saturated heterocyclyl, wherein **(a) each ring carbon is optionally substituted with R^{33}, (b) a ring carbon, other than the ring carbon at the point of attachment, is optionally substituted with oxo provided that no more than one ring carbon is substituted by oxo at the same time, (c) a ring carbon or nitrogen in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9, (d) a ring carbon or nitrogen in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (e) a ring carbon or nitrogen, if present, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}; (f) a ring carbon or nitrogen, if present, in a second beta**

position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12}, (g) a ring carbon or nitrogen, if present, in a first gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{10}, is optionally substituted by R^{11}, and (h) a ring carbon or nitrogen, if present, in a second gamma position relative to the carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{12}, is optionally substituted by R^{33}; ~~each ring carbon is optionally substituted with R^{33}, a ring carbon other than the ring carbon at the point of attachment of B to A is optionally substituted with oxo provided that no more than one ring carbon is substituted by oxo at the same time, ring carbon sand a nitrogen adjacent to the carbon atom at the point of attachment is optionally substituted with R^{9} or R^{13}, a ring carbon or nitrogen adjacent to the R^{9} position and two atoms from the point of attachment is optionally substituted with R^{10}, a ring carbon or nitrogen adjacent to the R^{13} position and two atoms from the point of attachment is optionally substituted with R^{12}, a ring carbon three atoms from the point of attachment and adjacent to the R^{10} position is optionally substituted with R^{11}, a ring carbon three atoms from the point of attachment and adjacent to the R^{12} position is optionally substituted with R^{33}, and a ring carbon atoms from the point of attachment and adjacent to the R^{11} and R^{33} positions is optionally substituted with R^{34};~~

R^9, R^{11}, and R^{13} are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, guanidino, alkylamino, alkylthio, alkylsulfonamido, alkylsulfinyl, alkylsulfonyl, amidosulfonyl, alkyl, alkoxy, halo, haloalkyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, carboxy, carboxamido, and cyano;

R^{10} and R^{12} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heteroaryl, heterocyclyl, alkoxy, cycloalkoxy, cycloalkylalkoxy, aralkoxy, aryloxy, heteroaryloxy, heteroaralkoxy,heterocyclyloxy, heterocyclylalkoxy, hydroxy, amino, alkoxyamino, alkylamino, arylamino, aralkylamino, heteroarylamino, heteroaralkylamino, heterocyclylamino, heterocyclylalkylamino, alkylsulfonamido, amidosulfonyl, arylsulfinyl, aralkylsulfinyl, cycloalkylsulfinyl, heteroarylsulfinyl, arylsulfonyl, aralkylsulfonyl, cycloalkylsulfonyl, heteroarylsulfonyl, hydroxyalkyl, hydroxyhaloalkyl, aminoalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxamido, halo, haloalkyl, and cyano;

R^{33} and R^{34} independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, alkylamino, alkylthio, amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, carboalkoxy, carboxy, carboxamido, cyano, and Q^b;

A is a bond or $(CH(R^{15}))_{pa}$-$(W^7)_{rr}$ wherein rr is 0 or 1, pa is an integer selected from 0 through 3, and W^7 is $(R^7)NC(O)$ or $N(R^7)$;

R^7 is selected from the group consisting of hydrido, hydroxy and alkyl;

R^{15} is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

M is selected from the group consisting of N and R^1-C;

R^1 is selected from the group consisting of hydrido, hydroxy, hydroxyamino, amidino, amino, cyano, hydroxyalkyl, alkoxy, alkyl, alkylamino, aminoalkyl, alkylthio, alkoxyamino, haloalkyl, haloalkoxy, and halo;

R^2 is Z^0-Q;

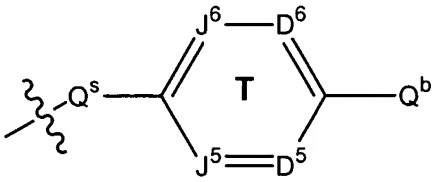
Z^0 is a bond or W^0-$(CH(R^{42}))_p$ wherein p is 0 or 1 and W^0 is selected from the group consisting of O, S, and $N(R^{41})$;

R^{41} and R^{42} are independently hydrido or alkyl;

Q is phenyl or a heteroaryl of 5 or 6 ring members, wherein **(a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12}, and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{10} and R^{12}, respectively, is optionally substituted by R^{11}** ~~a carbon adjacent to the carbon at the point of attachment of said phenyl or heteroaryl ring to Z^0 is optionally substituted by R^9, the other carbon adjacent to the carbon at the point of attachment is optionally substituted by R^{13}, a carbon adjacent to R^9 and two atoms from the carbon at the point of attachment is optionally substituted by R^{10}, a carbon adjacent to R^{13} and two atoms from the carbon at the point of attachment is optionally~~

~~substituted by R^{12}, and any carbon adjacent to both R^{10} and R^{12} is optionally substituted by R^{11}~~, with the proviso that Q is other than a phenyl when Z^0 is a bond;

Y^0 is **the formula**



wherein J^5, J^6, D^5, D^6 and the ring carbon atoms to which they are attached define a phenyl or 5- or 6-membered heteroaryl ring, T, wherein one of J^5 and J^6 is absent when T is a 5-membered heteroaryl ring, J^5 is optionally substituted by R^{17} when J^5 is a carbon atom, J^6 is optionally substituted by R^{18} when J^6 is a carbon atom, D^5 is optionally substituted by R^{16} when D^5 is a carbon atom and D^6 is optionally substituted by R^{19} when D^6 is a carbon atom; ~~phenyl or a heteroaryl of 5 or 6 ring members, wherein one carbon of said phenyl or said heteroaryl is substituted by Q^s, a carbon two or three contiguous atoms from the point of attachment of Q^s to the phenyl or heteroaryl ring is substituted by Q^b, a carbon adjacent to the point of attachment of Q^s is optionally substituted by R^{17}, another carbon adjacent to the point of attachment of Q^s is optionally substituted by R^{18}, a carbon adjacent to Q^b is optionally substituted by R^{16}, and another carbon adjacent to Q^b is optionally substituted by R^{19};~~

R^{16}, R^{17}, R^{18}, and R^{19} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

~~R^{16} or R^{19} is optionally $NR^{20}R^{21}$ or $C(NR^{25})NR^{23}R^{24}$, with the proviso that R^{16}, R^{19}, and Q^b are not simultaneously hydrido;~~

Q^b is selected from the group consisting of $NR^{20}R^{21}$, hydrido, and $C(NR^{25})NR^{23}R^{24}$, with the proviso that no more than one of R^{20} and R^{21} is hydroxy ~~at the same time~~ and with the further proviso that no more than one of R^{23} and R^{24} is hydroxy ~~at the same time~~;

R^{20}, R^{21}, R^{23}, R^{24}, and R^{25} are independently selected from the group consisting of hydrido, alkyl, and hydroxy; **and**

Q^s is selected from the group consisting of a bond, CH_2, and CH_2CH_2.

26. (currently amended): The compound as recited in **[[Claim]]** **claim** 25 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of cyclopropyl, cyclobutyl, oxetan-3-yl, azetidin-1-yl, azetidin-2-yl, azetidin-3-yl, thiaetan-3-yl, cyclopentyl, cyclohexyl, norbornyl, 7-oxabicyclo[2.2.1]heptan-2-yl, bicyclo[3.1.0]hexan-6-yl, cycloheptyl, 2-morpholinyl, 3-morpholinyl, 4-morpholinyl, 1-piperazinyl, 2-piperazinyl, 1-piperidinyl, 2-piperidinyl, 3-piperidinyl, 4-piperidinyl, 1-pyrrolidinyl, 2-pyrrolidinyl, 3-pyrrolidinyl, 2-dioxanyl, 4H-2-pyranyl, 4H-3-pyranyl, 4H-4-pyranyl, 4H-pyran-4-one-2-yl, 4H-pyran-4-one-3-yl, 2-tetrahydrofuranyl, 3-tetrahydrofuranyl, 2-tetrahydropyranyl, 3-tetrahydropyranyl, 4-tetrahydropyranyl, 2-tetrahydrothienyl, and 3-tetrahydrothienyl, wherein **(a) each ring carbon is optionally substituted with R^{33}, (b) a ring carbon or nitrogen in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{9}, (c) a ring carbon or nitrogen in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (d) a ring carbon or nitrogen, if present, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{9}, is optionally substituted by R^{10}, and (e) a ring carbon or nitrogen, if present, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12};** ~~each ring carbon is optionally substituted with R^{33}, ring carbons and a nitrogen adjacent to the carbon atom at the point of attachment are optionally substituted with R^{9} or R^{13}, a ring carbon or nitrogen adjacent to the R^{9} position and two atoms from the point of attachment is optionally substituted with R^{10}, and a ring carbon or nitrogen adjacent to the R^{13} position and two atoms from the point of attachment is optionally substituted with R^{12};~~

R^{9}, R^{11}, and R^{13} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, methanesulfonamido, amidosulfonyl, N-methylamidosulfonyl, N,N-

dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, and cyano;

R^{10} and R^{12} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, carboxymethyl, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methanesulfonamido, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, N-benzylamidocarbonyl, N-(2-chlorobenzyl)amidocarbonyl, N-(3-fluorobenzyl)amidocarbonyl, N-(2-trifluoromethylbenzyl)amidocarbonyl, N-(1-phenylethyl)amidocarbonyl, N-(1-methyl-1-phenylethyl)amidocarbonyl, N-benzylamidosulfonyl, N-(2-chlorobenzyl)amidosulfonyl, N-ethylamidocarbonyl, N-isopropylamidocarbonyl, N-propylamidocarbonyl, N-isobutylamidocarbonyl, N-(2-butyl)amidocarbonyl, N-cyclobutylamidocarbonyl, N-cyclopentylamidocarbonyl, N-cyclohexylamidocarbonyl, fluoro, chloro, bromo, cyano, cyclobutoxy, cyclohexoxy, cyclohexylmethoxy, 4-trifluoromethycyclohexylmethoxy, cyclopentoxy, benzyl, benzyloxy, 4-bromo-3-fluorophenoxy, 3-bromobenzyloxy, 4-bromobenzyloxy, 4-bromobenzylamino, 5-bromopyrid-2-ylmethylamino, 4-butoxyphenamino, 3-chlorobenzyl, 4-chlorophenoxy, 4-chloro-3-ethylphenoxy, 4-chloro-3-ethylbenzylamino, 4-chloro-3-ethylphenylamino, 3-chlorobenzyloxy, 4-chlorobenzyloxy, 4-chlorobenzylsulfonyl, 4-chlorophenylamino, 4-chlorophenylsulfonyl, 5-chloropyrid-3-yloxy, 2-cyanopyrid-3-yloxy, 2,3-difluorobenzyloxy, 2,4-difluorobenzyloxy, 3,4-difluorobenzyloxy, 2,5-difluorobenzyloxy, ,5-difluorophenoxy, 3,5-difluorobenzyloxy, 4-difluoromethoxybenzyloxy, 2,3-difluorophenoxy, 2,4-difluorophenoxy, 2,5-difluorophenoxy, 3,5-dimethylphenoxy, 3,4-dimethylphenoxy, 3,4-dimethylbenzyloxy, 3,5-dimethylbenzyloxy, 4-ethoxyphenoxy, 4-ethylbenzyloxy, 3-ethylphenoxy, 4-ethylaminophenoxy, 3-ethyl-5-methylphenoxy, 4-fluorobenzyloxy, 2-fluoro-3-trifluoromethylbenzyloxy, 3-fluoro-5-trifluoromethylbenzyloxy,

4-fluoro-2-trifluoromethylbenzyloxy, 4-fluoro-3-trifluoromethylbenzyloxy, 2-fluorophenoxy, 4-fluorophenoxy, 2-fluoro-3-trifluoromethylphenoxy, 2-fluorobenzyloxy, 4-fluorophenylamino, 2-fluoro-4-trifluoromethylphenoxy, 4-isopropylbenzyloxy, 3-isopropylphenoxy, 4-isopropylphenoxy, 4-isopropyl-3-methylphenoxy, 4-isopropylbenzyloxy, 3-isopropylphenoxy, 4-isopropylphenoxy, 4-isopropyl-3-methylphenoxy, phenylamino, 1-phenylethoxy, 2-phenylethoxy, 2-phenylethyl, 2-phenylethylamino, phenylsulfonyl, 3-trifluoromethoxybenzyloxy, 4-trifluoromethoxybenzyloxy, 3-trifluoromethoxyphenoxy, 4-trifluoromethoxyphenoxy, 3-trifluoromethylbenzyloxy, 4-trifluoromethylbenzyloxy, 2,4-bis-trifluoromethylbenzyloxy, 3-trifluoromethylbenzyl, 3,5-bis-trifluoromethylbenzyloxy, 4-trifluoromethylphenoxy, 3-trifluoromethylphenoxy, 3-trifluoromethylthiobenzyloxy, 4-trifluoromethylthiobenzyloxy, 2,3,4-trifluorophenoxy, 2,3,5-trifluorophenoxy, 3-pentafluoroethylphenoxy, 3-(1,1,2,2-tetrafluoroethoxy)phenoxy, and 3-trifluoromethylthiophenoxy;

R^{33} and R^{34} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, cyano, and Q^b;

A is selected from the group consisting of a bond, NH, $N(CH_3)$, N(OH), CH_2, CH_3CH, CF_3CH, NHC(O), $N(CH_3)C(O)$, C(O)NH, $C(O)N(CH_3)$, CH_2CH_2, $CH_2CH_2CH_2$, CH_3CHCH_2, and CF_3CHCH_2;

M is N or R^1-C;

R^1 is selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, 1-aminoethyl, methylamino, dimethylamino, cyano, methyl, ethyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, methoxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, methoxyamino, methylthio, ethylthio, trifluoromethoxy,

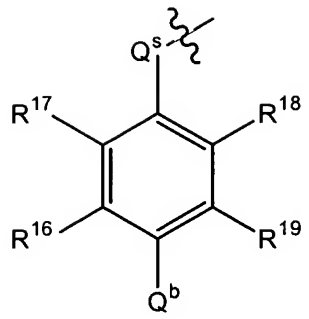
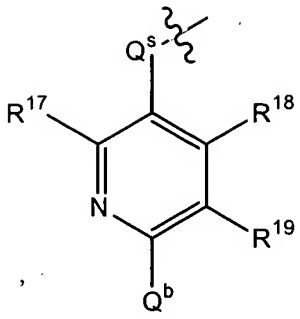
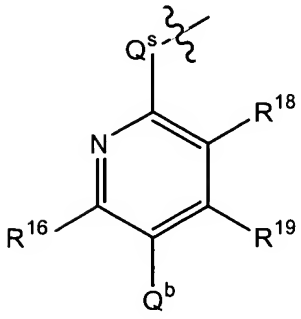
1,1,2,2-tetrafluoroethoxy, fluoro, chloro, and bromo;

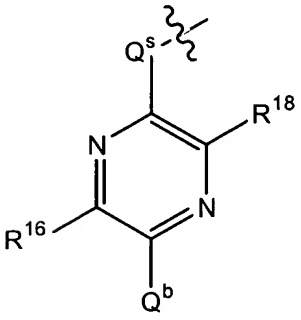
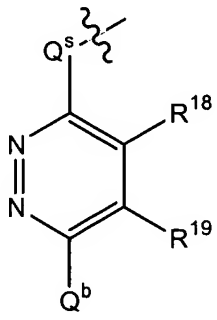
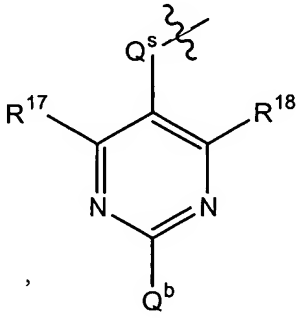
R^2 is Z^0-Q;

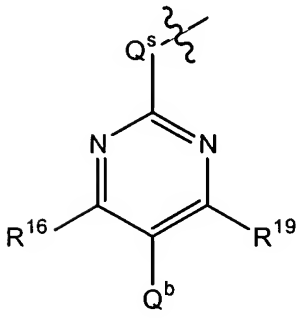
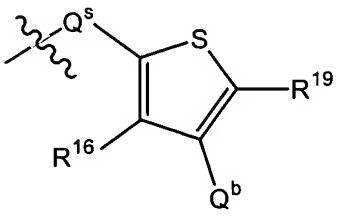
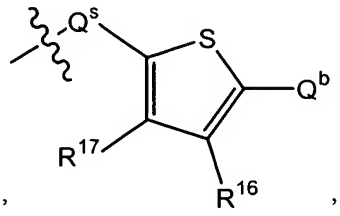
Z^0 is selected from the group consisting of a bond, O, S, NH, $N(CH_3)$, OCH_2, SCH_2, $N(H)CH_2$, and $N(CH_3)CH_2$;

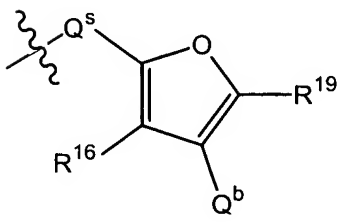
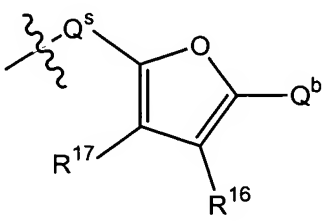
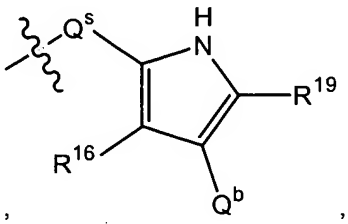
Q is selected from the group consisting of phenyl **[[,]]** **and** 2-thienyl, 3-thienyl, 2-furyl, 3-furyl, 2-pyrrolyl, 3-pyrrolyl, 2-imidazolyl, 4-imidazolyl, 3-pyrazolyl, 4-pyrazolyl, 2-thiazolyl, 3-isoxazolyl, 5-isoxazolyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyrazinyl, 2-pyrimidinyl, 4-pyrimidinyl, 5-pyrimidinyl, 3-pyridazinyl, 4-pyridazinyl, and 1,3,5-triazin-2-yl **heteroaryl rings**, wherein **(a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12}, and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{10} and R^{12}, respectively, is optionally substituted by R^{11}** ~~a carbon adjacent to the carbon at the point of attachment of said phenyl or heteroaryl ring to Z^0 is optionally substituted by R^9, the other carbon adjacent to the carbon at the point of attachment is optionally substituted by R^{13}, a carbon adjacent to R^9 and two atoms from the carbon at the point of attachment is optionally substituted by R^{10}, a carbon adjacent to R^{13} and two atoms from the carbon at the point of attachment is optionally substituted by R^{12}, and any carbon adjacent to both R^{10} and R^{12} is optionally substituted by R^{11}~~, with the proviso that Q is other than a phenyl when Z^0 is a bond;

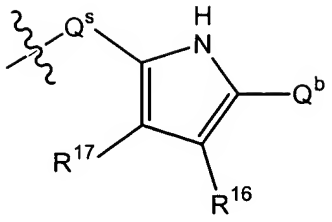
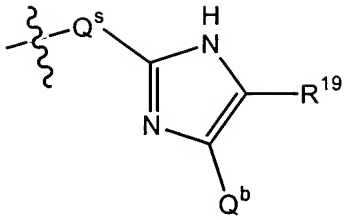
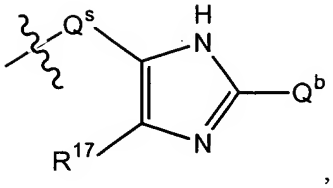
Y^0 is selected from the group consisting of:

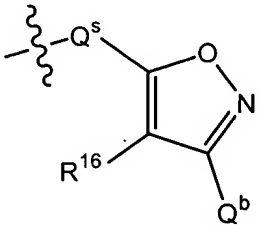
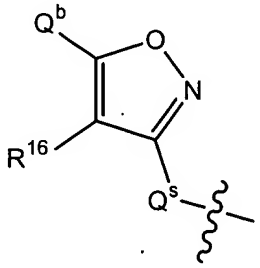
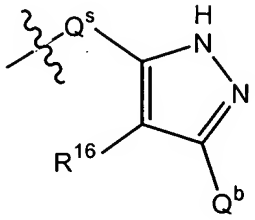




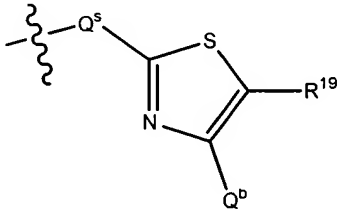
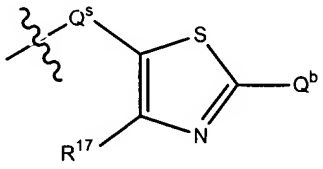





, and

;

~~1-Q^b-4-Q^s-2-R^{16}-3-R^{17}-5-R^{18}-6-R^{19}benzene, 2-Q^b-5-Q^s-6-R^{17}-4-R^{18}-3-R^{19}pyridine, 3-Q^b-6-Q^s-2-R^{16}-5-R^{18}-4-R^{19}pyridine, 2-Q^b-5-Q^s-3-R^{16}-6-R^{18}pyrazine, 3-Q^b-6-Q^s-2-R^{16}-5-R^{18}-4-R^{19}pyridazine, 2-Q^b-5-Q^s-4-R^{17}-6-R^{18}pyrimidine, 5-Q^b-2-Q^s-4-R^{16}-6-R^{19}pyrimidine, 3-Q^b-5-Q^s-4-R^{16}-2-R^{19}thiophene, 2-Q^b-5-Q^s-3-R^{16}-4-R^{17}thiophene, 3-Q^b-5-Q^s-4-R^{16}-2-R^{19}furan, 2-Q^b-5-Q^s-3-R^{16}-4-R^{17}furan, 3-Q^b-5-Q^s-4-R^{16}-2-R^{19}pyrrole, 2-Q^b-5-Q^s-3-R^{16}-4-R^{17}pyrrole, 4-Q^b-2-Q^s-5-R^{19}imidazole, 2-Q^b-4-Q^s-5-R^{17}imidazole, 3-Q^b-5-Q^s-4-R^{16}isoxazole, 5-Q^b-3-Q^s-4-R^{16}isoxazole, 2-Q^b-5-Q^s-4-R^{16}pyrazole, 4-Q^b-2-Q^s-5-R^{19}thiazole, and 2-Q^b-5-Q^s-4-R^{17}thiazole;~~

R^{16}, R^{17}, R^{18}, and R^{19} are independently selected from the group consisting of hydrido, methyl, ethyl, isopropyl, propyl, carboxy, amidino, guanidino, methoxy,

ethoxy, isopropoxy, propoxy, hydroxy, amino, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino,
N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethylthio, methylsulfinyl, ethylsulfinyl, methylsulfonyl, ethylsulfonyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, and cyano;

~~R^{16} or R^{19} is optionally $C(NR^{25})NR^{23}R^{24}$ with the proviso that R^{16}, R^{19}, and Q^b are not simultaneously hydrido;~~

Q^b is $C(NR^{25})NR^{23}R^{24}$ or hydrido, with the proviso that no more than one of R^{23} and R^{24} is hydroxy ~~at the same time~~;

R^{23}, R^{24}, and R^{25} are independently selected from the group consisting of hydrido, methyl, ethyl, and hydroxy; **and**

Q^s is selected from the group consisting of a bond, CH_2 and CH_2CH_2.

27. (currently amended): The compound as recited in **[[**Claim**]]** **claim** 26 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cycloheptyl, oxalan-2-yl, 2-(2R)-bicyclo[2.2.1]-heptyl, 1-pyrrolidinyl, 1-piperidinyl, oxetan-3-yl, azetidin-1-yl, azetidin-2-yl,
azetidin-3-yl, 7-oxabicyclo[2.2.1]heptan-2-yl, bicyclo[3.1.0]hexan-6-yl,
2-morpholinyl, 3-morpholinyl, 4-morpholinyl, 1-piperazinyl, 2-piperazinyl,
1-piperidinyl, 2-piperidinyl, 3-piperidinyl, 4-piperidinyl, 1-pyrrolidinyl,
2-pyrrolidinyl, 3-pyrrolidinyl, 2-dioxanyl, 4H-2-pyranyl, 4H-3-pyranyl,
4H-4-pyranyl, 4H-pyran-4-one-2-yl, 4H-pyran-4-one-3-yl, 2-tetrahydrofuranyl, 3-tetrahydrofuranyl, 2-tetrahydropyranyl, 3-tetrahydropyranyl,
4-tetrahydropyranyl, 2-tetrahydrothienyl, and 3-tetrahydrothienyl;

A is selected from the group consisting of a bond, CH_2, NHC(O), CH_2CH_2, and $CH_2CH_2CH_2$;

M is selected from the group consisting of N and R^1-C;

R^1 is selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, methylamino, cyano, methyl, trifluoromethyl, methoxy, hydroxymethyl, methoxyamino, methylthio, trifluoromethoxy, fluoro, and chloro;

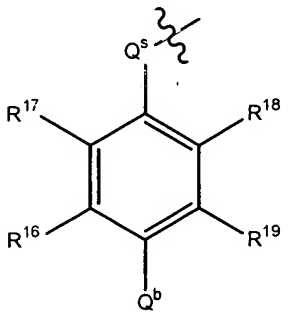
R^2 is Z^0-Q;

Z^0 is selected from the group consisting of a bond, O, S, NH, $N(CH_3)$, OCH_2, and SCH_2;

Q is selected from the group consisting of
3-amidocarbonyl-5-aminophenyl, 3-amino-5-(N-benzylamidocarbonyl)phenyl, 3-amino-5-benzylphenyl, 3-amino-5-(2-phenylethyl)phenyl,
3-amino-5-benzylaminophenyl, 3-amino-5-(2-phenylethylamino)phenyl,
3-amino-5-benzyloxyphenyl, 3-amino-5-(2-phenylethoxy)phenyl,
3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl,
3-amino-5-(N-(3-fluorobenzyl)amidocarbonyl)phenyl,
3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl,
3-amino-5-(N-(1-phenylethyl)amidocarbonyl)phenyl,
3-amino-5-(N-(1-methyl-1-phenylethyl)amidocarbonyl)phenyl,
3-amino-5-(N-benzylamidosulfonyl)phenyl,
3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl,
3-amino-5-(N-ethylamidocarbonyl)phenyl,
3-amino-5-(N-isopropylamidocarbonyl)phenyl,
3-amino-5-(N-propylamidocarbonyl)phenyl,
3-amino-5-(N-isobutylamidocarbonyl)phenyl,
3-amino-5-(N-(2-butyl)amidocarbonyl)phenyl,
3-amino-5-(N-cyclobutylamidocarbonyl)phenyl,
3-amino-5-(N-cyclopentylamidocarbonyl)phenyl,
3-amino-5-(N-cyclohexylamidocarbonyl)phenyl, 5-amino-2-fluorophenyl,
3-amino-5-hydroxymethylphenyl, 5-amino-3-methoxycarbonylphenyl,
3-amidinophenyl, 3-amino-2-methylphenyl, 5-amino-2-methylthiophenyl,
3-aminophenyl, 3-amino-5-(4-trifluoromethylbenzylamino)phenyl,
3-amino-5-(4-trifluoromethylbenzyloxy)phenyl, 3-carboxyphenyl,
3-carboxy-5-hydroxyphenyl, 3-amino-5-carboxyphenyl, 3-chlorophenyl,
2-chlorophenyl, 3-cyanophenyl, 3,5-diaminophenyl, 3-dimethylaminophenyl,
2-fluorophenyl, 3-fluorophenyl, 2-hydroxyphenyl, 3-hydroxyphenyl,
3-methanesulfonylaminophenyl, 2-methoxyphenyl, 3-methoxyphenyl,
3-methoxyaminophenyl, 3-methoxycarbonylphenyl, 2-methylaminophenyl,
3-methylaminophenyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, phenyl, 3-trifluoroacetamidophenyl, 3-trifluoromethylphenyl,
2-trifluoromethylphenyl, 5-amino-2-thienyl, 5-amino-3-thienyl,

3-bromo-2-thienyl, 3-pyridyl, 4-pyridyl, 2-thienyl, and 3-thienyl, with the proviso that Q is other than a phenyl or substituted phenyl when Z^0 is a bond;

Y^0 is selected from the group consisting of:



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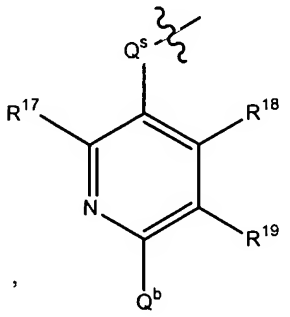

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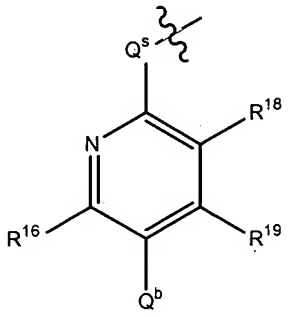

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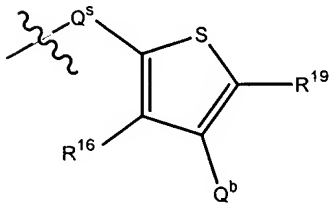
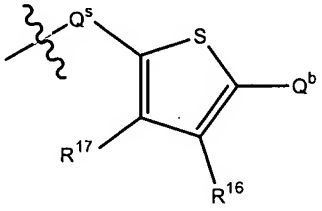


, and


;

~~1-Q^b-4-Q^s-2-R^{16}-3-R^{17}-5-R^{18}-6-R^{19}benzene, 2-Q^b-5-Q^s-6-R^{17}-4-R^{18}-3-R^{19}pyridine, 3-Q^b-6-Q^s-2-R^{16}-5-R^{18}-4-R^{19}pyridine,3-Q^b-5-Q^s-4-R^{16}-2-R^{19}thiophene, and 2-Q^b-5-Q^s-3-R^{16}-4-R^{17}thiophene;~~

R^{16} and R^{19} are independently selected from the group consisting of hydrido, amidino, amino, aminomethyl, methoxy, methylamino, hydroxy, hydroxymethyl, fluoro, chloro, and cyano;

~~R^{16} or R^{19} is optionally $C(NR^{25})NR^{23}R^{24}$ with the proviso that R^{16}, R^{19}, and Q^b are not simultaneously hydrido;~~

R^{17} and R^{18} are independently selected from the group consisting of hydrido, fluoro, chloro, hydroxy, hydroxymethyl, amino, carboxy, and cyano;

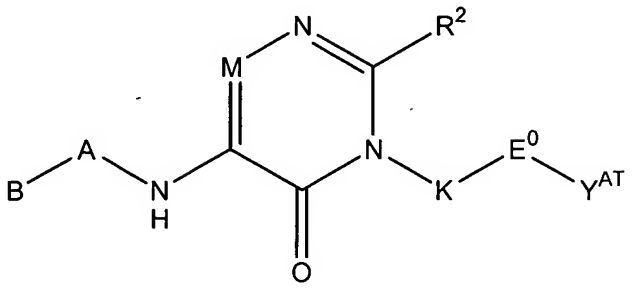
Q^b is $C(NR^{25})NR^{23}R^{24}$ or hydrido;

R^{23}, R^{24}, and R^{25} are independently hydrido or methyl; **and**

Q^s is CH_2.

Claims 28-32 (canceled).

33. (currently amended): Compound of **[[Claim]]** **claim** 2 of the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of:

(i) **[[B is]]** phenyl or a heteroaryl of 5 or 6 ring members, wherein **(a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{32}, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{36}, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{32}, is optionally substituted by R^{33}, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{36}, is optionally substituted by R^{35}, and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{33} and R^{35}, respectively, is optionally substituted by R^{34};** ~~a carbon adjacent to the carbon at the point of attachment of said phenyl or heteroaryl ring to A is optionally substituted by R^{32}, the other carbon adjacent to the carbon at the point of attachment is optionally substituted by R^{36}, a carbon adjacent to R^{32} and two atoms from the carbon at the point of attachment is optionally substituted by R^{33}, a carbon adjacent to R^{36} and two atoms from the carbon at the point of attachment is optionally substituted by R^{35}, and any carbon adjacent to both R^{33} and R^{35} is optionally substituted by R^{34};~~

(ii) hydrido, trialkylsilyl, C2-C8 alkyl, C3-C8 alkylenyl, C3-C8 alkenyl, C3-C8 alkynyl, and C2-C8 haloalkyl, wherein each member of group B is optionally substituted at any carbon up to 6 atoms from the point of

attachment of B to A with one or more of the group consisting of R^{32}, R^{33}, R^{34}, R^{35}, and R^{36}; and

(iii) a C3-C12 cycloalkyl or a C4-C9 saturated heterocyclyl, wherein (a) each ring carbon may be optionally substituted with R_{33}, (b) a ring carbon, other than the ring carbon at the point of attachment of B to A, may be optionally substituted with oxo provided that no more than one ring carbon is substituted by oxo at the same time, (c) a ring carbon or nitrogen in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9, (d) a ring carbon or nitrogen in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (e) a ring carbon or nitrogen atom, if present, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}, (f) a ring carbon or nitrogen, if present, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12}, (g) a ring carbon or nitrogen, if present, in a first gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{10}, is optionally substituted by R^{11}, (h) a ring carbon or nitrogen, if present, in a second gamma position relative to the carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{12}, is optionally substituted by R^{33}, and (i) a ring carbon or nitrogen, if present, in a delta position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{11} and R^{33}, respectively, is optionally substituted by R^{34};

R^{32}, R^{33}, R^{34}, R^{35}, and R^{36} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkylenedioxy, haloalkylthio, alkanoyloxy, alkoxy, hydroxy, amino, alkoxyamino, haloalkanoyl, nitro, alkylamino, alkylthio, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heteroaryl, heterocyclyl, alkylsulfonamido, amidosulfonyl, alkyl, alkenyl, halo, haloalkyl, haloalkenyl, haloalkoxy, hydroxyalkyl, alkylamino, carboalkoxy, carboxy, carboxamido, cyano, and Q^b;

~~B is optionally selected from the group consisting of hydrido, trialkylsilyl, C2-C8 alkyl, C3-C8 alkylenyl, C3-C8 alkenyl, C3-C8 alkynyl, and C2-C8 haloalkyl,~~

~~wherein each member of group B is optionally substituted at any carbon up to and including 6 atoms from the point of attachment of B to A with one or more of the group consisting of R^{32}, R^{33}, R^{34}, R^{35}, and R^{36};~~

~~B is optionally a C3-C12 cycloalkyl or a C4-C9 saturated heterocyclyl, wherein each ring carbon is optionally substituted with R^{33}, a ring carbon other than the ring carbon at the point of attachment of B to A is optionally substituted with oxo provided that no more than one ring carbon is substituted by oxo at the same time, ring carbons and a nitrogen adjacent to the carbon atom at the point of attachment are optionally substituted with R^{9} or R^{13}, a ring carbon or nitrogen adjacent to the R^{9} position and two atoms from the point of attachment is optionally substituted with R^{10}, a ring carbon or nitrogen adjacent to the R^{13} position and two atoms from the point of attachment is optionally substituted with R^{12}, a ring carbon or nitrogen three atoms from the point of attachment and adjacent to the R^{10} position is optionally substituted with R^{11}, a ring carbon or nitrogen three atoms from the point of attachment and adjacent to the R^{12} position is optionally substituted with R^{33}, and a ring carbon or nitrogen four atoms from the point of attachment and adjacent to the R^{11} and R^{33} positions is optionally substituted with R^{34};~~

R^9, R^{10}, R^{11}, R^{12}, and R^{13} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, alkoxyamino, alkanoyl, haloalkanoyl, amidino, guanidino, alkylenedioxy, haloalkylthio, alkoxy, cycloalkoxy, cycloalkylalkoxy, aralkoxy, aryloxy, heteroaryloxy, heteroaralkoxy,heterocyclyloxy, heterocyclylalkoxy, hydroxy, amino, alkylamino, N-alkyl-N-arylamino, arylamino, aralkylamino, heteroarylamino, heteroaralkylamino, heterocyclylamino, heterocyclylalkylamino, alkylthio, alkylsulfinyl, arylsulfinyl, aralkylsulfinyl, cycloalkylsulfinyl, heteroarylsulfinyl, alkylsulfamido, alkylsulfonyl, arylsulfonyl, aralkylsulfonyl, cycloalkylsulfonyl, heteroarylsulfonyl, amidosulfonyl, alkyl, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heteroaryl, heterocyclyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, aminoalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxamido, and cyano;

A is a bond or $(CH(R^{15}))_{pa}$-$(W^7)_{rr}$ wherein rr is 0 or 1, pa is an integer selected from 0 through 3, and W^7 is selected from the group consisting of O, S, C(O), $(R^7)NC(O)$, $(R^7)NC(S)$, and $N(R^7)$;

R^7 is selected from the group consisting of hydrido, hydroxy and alkyl;

R^{15} is selected from the group consisting of hydrido, hydroxy, halo, alkyl, and haloalkyl;

M is N or R^1-C;

R^1 is selected from the group consisting of hydrido, alkyl, cyano, halo, haloalkyl, haloalkoxy, amino, aminoalkyl, alkylamino, amidino, hydroxy, hydroxyamino, alkoxy, hydroxyalkyl, alkoxyamino, thiol, and alkylthio;

R^2 is Z^0-Q;

Z^0 is selected from the group consisting of:

(i) a bond, W^0-$(CH(R^{42}))_p$ wherein p is an integer selected from 0 through 3 and W^0 is selected from the group consisting of O, S, and $N(R^{41})$, and $(CH(R^{41}))_g$-O wherein g is an integer selected from 1 through 3, with the proviso that Z^0 is directly bonded to the pyrimidinone ring; **and**

(ii) ~~Z^0 is optionally~~ W^{22}-$(CH(R^{42}))_h$ wherein h is 0 or 1 and W^{22} is selected from the group consisting of1,2-cyclopropyl, 1,2-cyclobutyl, 1,2-cyclohexyl, 1,3-cyclohexyl, 1,2-cyclopentyl, 1,3-cyclopentyl, 2,3-morpholinyl, 2,4-morpholinyl, 2,6-morpholinyl, 3,4-morpholinyl, 3,5-morpholinyl, 1,2-piperazinyl, 1,3-piperazinyl, 2,3-piperazinyl, 2,6-piperazinyl, 1,2-piperidinyl, 1,3-piperidinyl, 2,3-piperidinyl, 2,4-piperidinyl, 2,6-piperidinyl, 3,4-piperidinyl, 1,2-pyrrolidinyl, 1,3-pyrrolidinyl, 2,3-pyrrolidinyl, 2,4-pyrrolidinyl, 2,5-pyrrolidinyl, 3,4-pyrrolidinyl, 2,3-tetrahydrofuranyl, 2,4-tetrahydrofuranyl, 2,5-tetrahydrofuranyl, and 3,4-tetrahydrofuranyl, wherein Z^0 is directly bonded to the pyrimidinone ring and W^{22} is optionally substituted with one or more substituents selected from the group consisting of R^9, R^{10}, R^{11}, R^{12}, and R^{13};

R^{41} and R^{42} are independently selected from the group consisting of hydrido, hydroxy, and amino;

Q is selected from the group consisting of:

(i) [[Q is]] phenyl or a heteroaryl of 5 or 6 ring members, wherein **(a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12}, and (e) a ring carbon, if**

present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{10} and R^{12}, respectively, is optionally substituted by R^{11} ~~a carbon adjacent to the carbon at the point of attachment of said phenyl or heteroaryl ring to Z^0 is optionally substituted by R^9, the other carbon adjacent to the carbon at the point of attachment is optionally substituted by R^{13}, a carbon adjacent to R^9 and two atoms from the carbon at the point of attachment is optionally substituted by R^{10}, a carbon adjacent to R^{13} and two atoms from the carbon at the point of attachment is optionally substituted by R^{12}, and any carbon adjacent to both R^{10} and R^{12} is optionally substituted by R^{11}~~, with the proviso that Q is other than a phenyl when Z^0 is a bond; **and**

(ii) ~~Q is optionally~~ hydrido with the proviso that Z^0 is selected from other than a bond;

K is CHR^{4a} wherein R^{4a} is selected from the group consisting of hydrido, hydroxyalkyl, alkyl, alkoxyalkyl, alkylthioalkyl, and haloalkyl;

E^0 is selected from the group consisting of a bond, C(O)N(H), (H)NC(O), $(R^7)NS(O)_2$, and $S(O)_2N(R^7)$;

Y^{AT} is Q^b-Q^s;

Q^s is $(CR^{37}R^{38})_b$ wherein b is an integer selected from 1 through 4, R^{37} is selected from the group consisting of hydrido, alkyl, and haloalkyl, and R^{38} is selected from the group consisting of hydrido, alkyl, haloalkyl, aroyl, and heteroaroyl with the proviso that there is at least one aroyl or heteroaroyl substituent, with the further proviso that no more than one aroyl or heteroaroyl is bonded to $(CR^{37}R^{38})_b$ at the same time, with the still further proviso that said aroyl and said heteroaroyl are optionally substituted with one or more substituents selected from the group consisting of R^{16}, R^{17}, R^{18}, and R^{19}, with another further proviso that said aroyl and said heteroaroyl are bonded to the $CR^{37}R^{38}$ that is directly bonded to E^0, with still another further proviso that no more than one alkyl or one haloalkyl is bonded to a $CR^{37}R^{38}$ ~~at the same time~~, and with the additional proviso that said alkyl and haloalkyl are bonded to a carbon other than the one bonding said aroyl or said heteroaroyl;

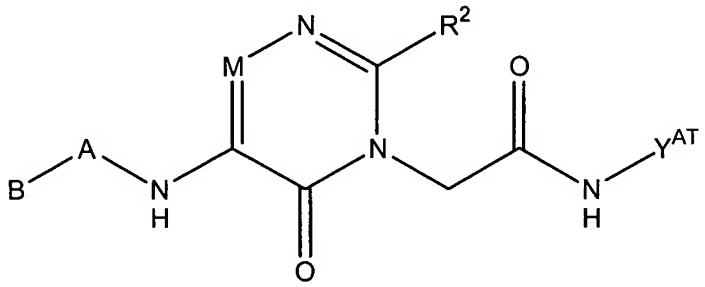
R^{16}, R^{17}, R^{18}, and R^{19} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, alkoxyamino, alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

~~R^{16} or R^{19} is optionally selected from the group consisting of $NR^{20}R^{21}$, $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, and $C(NR^{25})NR^{23}R^{24}$, with the proviso that R^{16}, R^{19}, and Q^b are not simultaneously hydrido;~~

Q^b is selected from the group consisting of $NR^{20}R^{21}$, hydrido, $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, and $C(NR^{25})NR^{23}R^{24}$, with the proviso that no more than one of R^{20} and R^{21} is selected from the group consisting of hydroxy, amino, alkylamino, and dialkylamino ~~at the same time~~ and with the further proviso that no more than one of R^{23} and R^{24} is selected from the group consisting of hydroxy, amino, alkylamino, and dialkylamino ~~at the same time~~; **and**

R^{20}, R^{21}, R^{23}, R^{24}, R^{25}, and R^{26} are independently selected from the group consisting of hydrido, alkyl, hydroxy, amino, alkylamino and dialkylamino.

34. (currently amended): The compound as recited in **[[**Claim**]]** **claim** 33 having the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of:

(i) ~~B is selected from the group consisting of~~ phenyl **[[,]]** **and** 2-thienyl, 3-thienyl, 2-furyl, 3-furyl, 2-pyrrolyl, 3-pyrrolyl, 2-imidazolyl, 4-imidazolyl, 3-pyrazolyl, 4-pyrazolyl, 2-thiazolyl, 3-isoxazolyl, and 5-isoxazolyl **heteroaryl rings**, wherein **(a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{32}, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{36}, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{32}, is optionally substituted by R^{33}, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom**

optionally substituted by R^{36}, is optionally substituted by R^{35}, and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{33} and R^{35}, respectively, is optionally substituted by R^{34}; ~~a carbon adjacent to the carbon at the point of attachment of said phenyl or heteroaryl ring to A is optionally substituted by R^{32}, the other carbon adjacent to the carbon at the point of attachment is optionally substituted by R^{36}, a carbon adjacent to R^{32} and two atoms from the carbon at the point of attachment is optionally substituted by R^{33}, a carbon adjacent to R^{36} and two atoms from the carbon at the point of attachment is optionally substituted by R^{35}, and any carbon adjacent to both R^{33} and R^{35} is optionally substituted by R^{34};~~

(ii) hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butenyl, 2-butynyl, sec-butyl, tert-butyl, isobutyl, 2-methylpropenyl, 1-pentyl, 2-pentenyl, 3-pentenyl, 2-pentynyl, 3-pentynyl, 2-pentyl, 3-pentyl, 2-methylbutyl, 2-methyl-2-butenyl, 3-methylbutyl, 3-methyl-2-butenyl, 1-hexyl, 2-hexenyl, 3-hexenyl, 4-hexenyl, 2-hexynyl, 3-hexynyl, 4-hexynyl, 2-hexyl, 1-methyl-2-pentenyl, 1-methyl-3-pentenyl, 1-methyl-2-pentynyl, 1-methyl-3-pentynyl, 3-hexyl, 1-ethyl-2-butenyl, 1-heptyl, 2-heptenyl, 3-heptenyl, 4-heptenyl, 5-heptenyl, 2-heptynyl, 3-heptynyl, 4-heptynyl, 5-heptynyl, 2-heptyl, 1-methyl-2-hexenyl, 1-methyl-3-hexenyl, 1-methyl-4-hexenyl, 1-methyl-2-hexynyl, 1-methyl-3-hexynyl, 1-methyl-4-hexynyl, 3-heptyl, 1-ethyl-2-pentenyl, 1-ethyl-3-pentenyl, 1-ethyl-2-pentynyl, 1-ethyl-3-pentynyl, 2,2,2-trifluoroethyl, 2,2-difluoropropyl, 4-trifluoromethyl-5,5,5-trifluoropentyl, 4-trifluoromethylpentyl, 5,5,6,6,6-pentafluorohexyl, and 3,3,3-trifluoropropyl, wherein each member of group B is optionally substituted at any carbon up to 5 atoms from the point of attachment of B to A with one or more of the group consisting of R^{32}, R^{33}, R^{34}, R^{35}, and R^{36}; and

(iii) cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cycloheptyl, oxalan-2-yl, 2-(2R)-bicyclo[2.2.1]-heptyl, oxetan-3-yl, azetidin-1-yl, azetidin-2-yl, azetidin-3-yl, bicyclo[3.1.0]hexan-6-yl, 2-morpholinyl, 3-morpholinyl,4-morpholinyl, 1-piperazinyl, 2-piperazinyl, 1-piperidinyl, 2-piperidinyl, 3-piperidinyl, 4-piperidinyl, 1-pyrrolidinyl, 2-pyrrolidinyl, 3-pyrrolidinyl, 2-dioxanyl, 2-tetrahydrofuranyl, 3-tetrahydrofuranyl, 2-tetrahydropyranyl, 3-tetrahydropyranyl, 4-tetrahydropyranyl, 2-tetrahydrothienyl, and 3-tetrahydrothienyl, wherein (a) each ring carbon is optionally substituted with

R^{33}, (b) a ring carbon or nitrogen in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9, (c) a ring carbon or nitrogen in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (d) a ring carbon or nitrogen, if present, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}, and (e) a ring carbon or nitrogen, if present, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12};

R^{32}, R^{33}, R^{34}, R^{35}, and R^{36} are independently selected from the group consisting of hydrido, amidino, guanidino, methyl, ethyl, methoxy, ethoxy, hydroxy, amino, N-methylamino, dimethylamino, methoxyamino, methylthio, ethylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, fluoro, chloro, bromo, amidosulfonyl, N-methylamidosulfonyl, hydroxymethyl, amidocarbonyl, carboxy, cyano, and Q^b;

~~B is optionally selected from the group consisting of hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butenyl, 2-butynyl, sec-butyl, tert-butyl, isobutyl, 2-methylpropenyl, 1-pentyl, 2-pentenyl, 3-pentenyl, 2-pentynyl, 3-pentynyl, 2-pentyl, 3-pentyl, 2-methylbutyl, 2-methyl-2-butenyl, 3-methylbutyl, 3-methyl-2-butenyl, 1-hexyl, 2-hexenyl, 3-hexenyl, 4-hexenyl, 2-hexynyl, 3-hexynyl, 4-hexynyl, 2-hexyl, 1-methyl-2-pentenyl, 1-methyl-3-pentenyl, 1-methyl-2-pentynyl, 1-methyl-3-pentynyl, 3-hexyl, 1-ethyl-2-butenyl, 1-heptyl, 2-heptenyl, 3-heptenyl, 4-heptenyl, 5-heptenyl, 2-heptynyl, 3-heptynyl, 4-heptynyl, 5-heptynyl, 2-heptyl, 1-methyl-2-hexenyl, 1-methyl-3-hexenyl, 1-methyl-4-hexenyl, 1-methyl-2-hexynyl, 1-methyl-3-hexynyl, 1-methyl-4-hexynyl, 3-heptyl, 1-ethyl-2-pentenyl, 1-ethyl-3-pentenyl, 1-ethyl-2-pentynyl, 1-ethyl-3-pentynyl, 2,2,2-trifluoroethyl, 2,2-difluoropropyl, 4-trifluoromethyl-5,5,5-trifluoropentyl, 4-trifluoromethylpentyl, 5,5,6,6,6-pentafluorohexyl, and 3,3,3-trifluoropropyl, wherein each member of group B is optionally substituted at any carbon up to and including 5 atoms from the point of attachment of B to A with one or more of the group consisting of R^{32}, R^{33}, R^{34}, R^{35}, and R^{36};~~

~~B is optionally selected from the group consisting of cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cycloheptyl, oxalan-2-yl, 2-(2R)-bicyclo[2.2.1]-heptyl, oxetan-3-yl, azetidin-1-yl, azetidin-2-yl, azetidin-3-yl, bicyclo[3.1.0]hexan-6-yl, 2-morpholinyl, 3-morpholinyl, 4-morpholinyl, 1-piperazinyl, 2-piperazinyl, 1-piperidinyl, 2-piperidinyl, 3-piperidinyl, 4-piperidinyl, 1-pyrrolidinyl, 2-pyrrolidinyl, 3-pyrrolidinyl, 2-dioxanyl, 2-tetrahydrofuranyl, 3-tetrahydrofuranyl, 2-tetrahydropyranyl, 3-tetrahydropyranyl, 4-tetrahydropyranyl, 2-tetrahydrothienyl, and 3-tetrahydrothienyl, wherein each ring carbon is optionally substituted with R^{33}, ring carbons and a nitrogen adjacent to the carbon atom at the point of attachment are optionally substituted with R^{9} or R^{13}, a ring carbon or nitrogen adjacent to the R^{9} position and two atoms from the point of attachment is optionally substituted with R^{10}, and a ring carbon or nitrogen adjacent to the R^{13} position and two atoms from the point of attachment is optionally substituted with R^{12};~~

R^{9}, R^{11}, and R^{13} are independently selected from the group consisting of hydrido, methyl, ethyl, methoxy, ethoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, methylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, fluoro, chloro, bromo, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, carboxy, and cyano;

R^{10} and R^{12} are independently selected from the group consisting of hydrido, amidino, amidocarbonyl, N-methylamidocarbonyl, N-benzylamidocarbonyl, N-(2-chlorobenzyl)amidocarbonyl, N-(3-fluorobenzyl)amidocarbonyl, N-(2-trifluoromethylbenzyl)amidocarbonyl, N-(1-phenylethyl)amidocarbonyl, N-(1-methyl-1-phenylethyl)amidocarbonyl, N-benzylamidosulfonyl, N-(2-chlorobenzyl)amidosulfonyl, N-ethylamidocarbonyl, N-isopropylamidocarbonyl, N-propylamidocarbonyl, N-isobutylamidocarbonyl, N-(2-butyl)amidocarbonyl, N-cyclobutylamidocarbonyl, N-cyclopentylamidocarbonyl, N-cyclohexylamidocarbonyl, guanidino, methyl, ethyl, methoxy, ethoxy, hydroxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, carboxy, carboxymethyl, amino, acetamido, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, trifluoroacetamido, aminomethyl, N-methylamino, dimethylamino, methoxyamino, amidosulfonyl, N-methylamidosulfonyl,

N,N-dimethylamidosulfonyl, methanesulfonamido, methoxycarbonyl, fluoro, chloro, bromo, and cyano;

A is selected from the group consisting of a bond, NH, $N(CH_3)$, CH_2, CH_3CH, CH_2CH_2, and $CH_2CH_2CH_2$;

M is N or R^1-C;

R^1 is selected from the group consisting of hydrido, hydroxy, hydroxymethyl, amino, aminomethyl, methylamino, cyano, methyl, trifluoromethyl, methoxy, methylthio, trifluoromethoxy, fluoro, and chloro;

R^2 is Z^0-Q;

Z^0 is selected from the group consisting of a bond, O, S, NH, OCH_2, SCH_2, and $N(H)CH_2$;

Q is selected from the group consisting of phenyl **[[,]]** **and** 2-thienyl, 2-furyl, 2-pyrrolyl, 2-imidazolyl, 2-thiazolyl, 3-isoxazolyl, 2-pyridyl, and 3-pyridyl **heteroaryl rings**, wherein **(a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12}, and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{10} and R^{12}, respectively, is optionally substituted by R^{11}** ~~a carbon adjacent to the carbon at the point of attachment of said phenyl or heteroaryl ring to Z^0 is optionally substituted by R^9, the other carbon adjacent to the carbon at the point of attachment is optionally substituted by R^{13}, a carbon adjacent to R^9 and two atoms from the carbon at the point of attachment is optionally substituted by R^{10}, a carbon adjacent to R^{13} and two atoms from the carbon at the point of attachment is optionally substituted by R^{12}, and any carbon adjacent to both R^{10} and R^{12} is optionally substituted by R^{11}~~, with the proviso that Q is other than a phenyl when Z^0 is a bond;

Y^{AT} is Q^b-Q^s;

Q^s is selected from the group consisting of: $C[R^{37}(\text{benzoyl})(CR^{37}R^{38})_b]$,

$C[R^{37}(2\text{-pyridylcarbonyl})(CR^{37}R^{38})_b]$,
$C[R^{37}(3\text{-pyridylcarbonyl})(CR^{37}R^{38})_b]$,
$C[R^{37}(4\text{-pyridylcarbonyl})(CR^{37}R^{38})_b]$,
$C[R^{37}(2\text{-thienylcarbonyl})(CR^{37}R^{38})_b]$,
$C[R^{37}(3\text{-thienylcarbonyl})(CR^{37}R^{38})_b]$,
$C[R^{37}(2\text{-thiazolylcarbonyl})(CR^{37}R^{38})_b]$,
$C[R^{37}(4\text{-thiazolylcarbonyl})(CR^{37}R^{38})_b]$, and
$C[R^{37}(5\text{-thiazolylcarbonyl})((CR^{37}R^{38})_b]$, wherein b is an integer selected from 1 through 3, R^{37} and R^{38} are independently selected from the group consisting of hydrido, alkyl, and haloalkyl, with the proviso that said benzoyl and the heteroaroyls are optionally substituted with one or more substituents selected from the group consisting of R^{16}, R^{17}, R^{18}, and R^{19} with the proviso that R^{17} and R^{18} are optionally substituted at a carbon selected from other than the meta and para carbons relative to the carbonyl of the benzoyl or heteroaroyl, with the further proviso that said benzoyl or said heteroaroyl are bonded to the carbon directly bonded to amide nitrogen of the 1-(amidocarbonymethylene) group, and with the still further proviso that is no more than one alkyl or one haloalkyl is bonded to a $CR^{37}R^{38}$ ~~at the same time~~;

R^{16}, R^{17}, R^{18}, and R^{19} are independently selected from the group consisting of hydrido, methyl, ethyl, amidino, guanidino, methoxy, hydroxy, amino, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, methylthio, ethylthio, trifluoromethylthio, methylsulfinyl, methylsulfonyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, trifluoromethoxy, fluoro, chloro, hydroxymethyl, carboxy, and cyano;

Q^b is $C(NR^{25})NR^{23}R^{24}$ or $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$; **and**

R^{23}, R^{24}, R^{25}, and R^{26} are independently selected from the group consisting of hydrido, methyl, and ethyl.

35. (currently amended): The compound as recited in **[[**Claim**]]** **claim** 34 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of:

(i) 2-aminophenyl, 3-aminophenyl, 3-amidinophenyl, 4-amidinophenyl, 3-carboxyphenyl, 3-carboxy-5-hydroxyphenyl, 3-chlorophenyl, 4-chlorophenyl, 3,4-dichlorophenyl, 2-fluorophenyl, 3-fluorophenyl, 3,4-difluorophenyl, 3-hydroxyphenyl, 4-hydroxyphenyl, 3-methoxyaminophenyl,

3-methoxyphenyl, 4-methoxyphenyl, 3-methylphenyl, 4-methylphenyl, phenyl, 3-trifluoromethylphenyl, 2-imidazoyl, 2-pyridyl, 3-pyridyl, 5-chloro-3-trifluoromethyl-2-pyridyl, 4-pyridyl, 2-thienyl, 3-thienyl, and 3-trifluoromethyl-2-pyridyl;

(ii) ~~B is optionally selected from the group consisting of~~ hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butyl, (R)-2-butyl, (S)-2-butyl, tert-butyl, isobutyl, 1-pentyl, 3-pentyl, 2-methylbutyl, 2,2,2-trifluoroethyl, 6-amidocarbonylhexyl, 4-methyl-2-pentyl, 3-hydroxypropyl, 1-methoxy-2-propyl, 2-methoxyethyl, 2-methyl-2-butyl, 3-methyl-2-butyl, 2-dimethylaminopropyl, 2-cyanoethyl, 6-hydroxyhexyl, 2-hydroxyethyl, 2-amidinoethyl, 2-guanidinoethyl, 3-guanidinopropyl, 4-guanidinobutyl, 3-hydroxypropyl, 4-hydroxybutyl, 6-cyanohexyl, 2-dimethylaminoethyl, 3-methylbutyl, 2-methylbutyl, (S)-2-methylbutyl, 3-aminopropyl, 2-hexyl, and 4-aminobutyl; **and**

(iii) ~~B is optionally selected from the group consisting of~~ cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, oxalan-2-yl, 2-(2R)-bicyclo[2.2.1]-heptyl, oxetan-3-yl, azetidin-1-yl, azetidin-2-yl, azetidin-3-yl, 1-pyrrolidinyl and 1-piperidinyl;

A is selected from the group consisting of a bond, CH_2, CH_3CH, CH_2CH_2, and $CH_2CH_2CH_2$;

M is N or R^1-C;

R^1 is selected from the group consisting of hydrido, hydroxy, hydroxymethyl, amino, aminomethyl, cyano, methyl, trifluoromethyl, fluoro, and chloro;

R^2 is Z^0-Q;

Z^0 is selected from the group consisting of a bond, O, S, NH, and OCH_2;

Q is selected from the group consisting of 3-amidocarbonyl-5-aminophenyl, 3-amidocarbonyl-5-aminophenyl, 3-amino-5-(N-benzylamidocarbonyl)phenyl, 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, 3-amino-5-(N-(3-fluorobenzyl)amidocarbonyl)phenyl, 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, 3-amino-5-(N-(1-phenylethyl)amidocarbonyl)phenyl, 3-amino-5-(N-(1-methyl-1-phenylethyl)amidocarbonyl)phenyl, 3-amino-5-(N-benzylamidosulfonyl)phenyl, 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl,

3-amino-5-(N-ethylamidocarbonyl)phenyl,
3-amino-5-(N-isopropylamidocarbonyl)phenyl,
3-amino-5-(N-propylamidocarbonyl)phenyl,
3-amino-5-(N-isobutylamidocarbonyl)phenyl,
3-amino-5-(N-(2-butyl)amidocarbonyl)phenyl,
3-amino-5-(N-cyclobutylamidocarbonyl)phenyl,
3-amino-5-(N-cyclopentylamidocarbonyl)phenyl,
3-amino-5-(N-cyclohexylamidocarbonyl)phenyl, 5-amino-2-fluorophenyl,
3-amino-5-hydroxymethylphenyl, 5-amino-3-methoxycarbonylphenyl,
3-amidinophenyl, 3-amino-2-methylphenyl, 5-amino-2-methylthiophenyl,
3-aminophenyl, 3-carboxyphenyl, 3-carboxy-5-aminophenyl,
3-carboxy-5-hydroxyphenyl, 3-carboxymethyl-5-aminophenyl,
3-carboxymethyl-5-hydroxyphenyl, 3-carboxymethylphenyl, 3-chlorophenyl, 2-chlorophenyl, 3-cyanophenyl, 3,5-diaminophenyl, 3-dimethylaminophenyl,
2-fluorophenyl, 3-fluorophenyl, 2,5-difluorophenyl, 2-hydroxyphenyl,
3-hydroxyphenyl, 3-methanesulfonylaminophenyl, 2-methoxyphenyl,
3-methoxyphenyl, 3-methoxyaminophenyl, 3-methoxycarbonylphenyl,
2-methylaminophenyl, 3-methylaminophenyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, phenyl, 3-trifluoroacetamidophenyl, 3-trifluoromethylphenyl, 2-trifluoromethylphenyl, 5-amino-2-thienyl, 5-amino-3-thienyl,
3-bromo-2-thienyl, 3-pyridyl, 4-pyridyl, 2-thienyl, and 3-thienyl, with the proviso that Q is other than a phenyl or a substituted phenyl when Z^0 is a bond;

Y^{AT} is Q^b-Q^s;

Q^s is selected from the group consisting of:
[CH(benzoyl)]$(CH_2)_b$, [CH(2-pyridylcarbonyl)]$(CH_2)_b$,
[CH(3-pyridylcarbonyl)]$(CH_2)_b$, [CH(4-pyridylcarbonyl)]$(CH_2)_b$,
[CH(2-thienylcarbonyl)]$(CH_2)_b$,[CH(3-thienylcarbonyl)]$(CH_2)_b$,
[CH(2-thiazolylcarbonyl)]$(CH_2)_b$, [CH(4-thiazolylcarbonyl)]$(CH_2)_b$,
and [CH(5-thiazolylcarbonyl)]$(CH_2)_b$, wherein b is an integer selected from 1 through 3, with the proviso that said benzoyl and said heteroaroyls are optionally substituted with one or more substituents selected from the group consisting of R^{16}, R^{17}, R^{18}, and R^{19} with the proviso that R^{17} and R^{18} are optionally substituted at a carbon selected from other than the meta and para carbons relative to the carbonyl of the benzoyl or the heteroaroyl, and that said benzoyl or said heteroaroyl are

bonded to the carbon directly bonded to amide nitrogen of the 1-(amidocarbonymethylene) group;

R^{16} and R^{19} are independently selected from the group consisting of hydrido, amidino, amino, aminomethyl, methoxy, methylamino, hydroxy, hydroxymethyl, fluoro, chloro, and cyano;

R^{17} and R^{18} are independently selected from the group consisting of hydrido, fluoro, chloro, hydroxy, hydroxymethyl, amino, carboxy, and cyano; Q^b is $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$; **and**

R^{23}, R^{24}, R^{25}, and R^{26} are independently hydrido or methyl.

36. (currently amended): The compound as recited in **[[**Claim**]]** **claim** 35 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of:

(i) 3-aminophenyl, 3-amidinophenyl, 4-amidinophenyl, 3-chlorophenyl, 4-chlorophenyl, 3,4-dichlorophenyl, 2-fluorophenyl, 4-methylphenyl, phenyl, 2-imidazoyl, 3-pyridyl, 4-pyridyl, and 3-trifluoromethyl-2-pyridyl;

(ii) ~~B is optionally selected from the group consisting of~~ hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butyl, (R)-2-butyl, (S)-2-butyl, tert-butyl, isobutyl, 1-pentyl, 3-pentyl, 2-methylbutyl, 2,2,2-trifluoroethyl, 6-amidocarbonylhexyl, 4-methyl-2-pentyl, 3-hydroxypropyl, 1-methoxy-2-propyl, 2-methoxyethyl, 2-methyl-2-butyl, 3-methyl-2-butyl, 2-dimethylaminopropyl, 2-cyanoethyl, 6-hydroxyhexyl, 2-hydroxyethyl, 2-amidinoethyl, 2-guanidinoethyl, 3-guanidinopropyl, 4-guanidinobutyl, 3-hydroxypropyl, 4-hydroxybutyl, 6-cyanohexyl, 2-dimethylaminoethyl, 3-methylbutyl, 2-methylbutyl, (S)-2-methylbutyl, 3-aminopropyl, 2-hexyl, and 4-aminobutyl; **and**

(iii) ~~B is optionally selected from the group consisting of~~ cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, oxalan-2-yl, 2-(2R)-bicyclo[2.2.1]-heptyl, oxetan-3-yl, azetidin-1-yl, azetidin-2-yl, azetidin-3-yl, and 1-piperidinyl;

A is selected from the group consisting of a bond, CH_2, CH_2CH_2 and $CH_2CH_2CH_2$;

M is N or R^1-C;

R^1 is selected from the group consisting of hydrido, hydroxy, hydroxymethyl, amino, aminomethyl, cyano, methyl, trifluoromethyl, and fluoro;

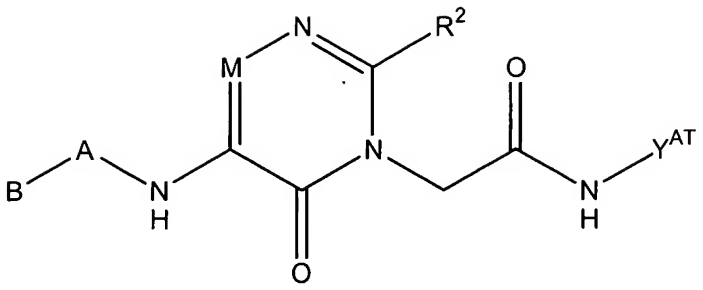
R^2 is Z^0-Q;

Z^0 is selected from the group consisting of a bond, O, S, and NH;

Q is selected from the group consisting of 3-amidocarbonyl-5-aminophenyl, 3-amino-5-(N-benzylamidocarbonyl)phenyl, 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, 3-amino-5-(N-(3-fluorobenzyl)amidocarbonyl)phenyl, 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, 3-amino-5-(N-(1-phenylethyl)amidocarbonyl)phenyl, 3-amino-5-(N-(1-methyl-1-phenylethyl)amidocarbonyl)phenyl, 3-amino-5-(N-benzylamidosulfonyl)phenyl, 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, 3-amino-5-(N-ethylamidocarbonyl)phenyl, 3-amino-5-(N-isopropylamidocarbonyl)phenyl, 3-amino-5-(N-propylamidocarbonyl)phenyl, 3-amino-5-(N-isobutylamidocarbonyl)phenyl, 3-amino-5-(N-(2-butyl)amidocarbonyl)phenyl, 3-amino-5-(N-cyclobutylamidocarbonyl)phenyl, 3-amino-5-(N-cyclopentylamidocarbonyl)phenyl, 3-amino-5-(N-cyclohexylamidocarbonyl)phenyl, 3-aminophenyl, 3-carboxy-5-aminophenyl, 3-chlorophenyl, 3,5-diaminophenyl, 3-dimethylaminophenyl, 3-hydroxyphenyl, 3-methanesulfonylaminophenyl, 3-methylaminophenyl, 2-methylphenyl, 3-methylphenyl, phenyl, 3-trifluoroacetamidophenyl, 3-bromo-2-thienyl, 2-thienyl, and 3-thienyl, with the proviso that Q is other than a phenyl or a substituted phenyl when Z^0 is a bond; **and**

Y^{AT} is selected from the group consisting of 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, 5-guanidino-1-oxo-1-(4-thiazolyl)-2-pentyl, 5-guanidino-1-oxo-1-(5-thiazolyl)-2-pentyl, 5-guanidino-1-oxo-1-(4-amino-2-thiazolyl)-2-pentyl, and 5-guanidino-1-oxo-1-phenyl-2-pentyl.

37. (currently amended): A compound as recited in **[[**Claim**]]** **claim** 33 where said compound is selected from the group of the Formula:



or a pharmaceutically acceptable salt thereof, wherein:

R^2 is 3-aminophenoxy, B is phenyl, A is CH_2CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3,5-diaminophenoxy, B is phenyl, A is CH_2CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-carboxy-5-aminophenoxy, B is phenyl, A is CH_2CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenoxy, B is phenyl, A is CH_2CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3,5-diaminophenoxy, B is isopropyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-carboxy-5-aminophenoxy, B is isopropyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenoxy, B is isopropyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3,5-diaminophenoxy, B is cyclobutyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-carboxy-5-aminophenoxy, B is cyclobutyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenoxy, B is cyclobutyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH.

R^2 is 3-aminophenylthio, B is phenyl, A is CH_2CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3,5-diaminophenylthio, B is phenyl, A is CH_2CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-carboxy-5-aminophenylthio, B is phenyl, A is CH_2CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenylthio, B is phenyl, A is CH_2CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3,5-diaminophenylthio, B is isopropyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-carboxy-5-aminophenylthio, B is isopropyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenylthio, B is isopropyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3,5-diaminophenylthio, B is cyclobutyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-carboxy-5-aminophenylthio, B is cyclobutyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenylthio, B is cyclobutyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-amino-2-thienyl, B is phenyl, A is CH_2CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3,5-diamino-2-thienyl, B is phenyl, A is CH_2CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-carboxy-5-amino-2-thienyl, B is phenyl, A is CH_2CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-amino-5-(N-benzylamidocarbonyl)-2-thienyl, B is phenyl, A is CH_2CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3,5-diamino-2-thienyl, B is isopropyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-carboxy-5-amino-2-thienyl, B is isopropyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-amino-5-(N-benzylamidocarbonyl)-2-thienyl, B is isopropyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3,5-diamino-2-thienyl, B is cyclobutyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-carboxy-5-amino-2-thienyl, B is cyclobutyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-amino-5-(N-benzylamidocarbonyl)-2-thienyl, B is cyclobutyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-aminophenoxy, B is phenyl, A is CH_2CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;

R^2 is 3,5-diaminophenoxy, B is phenyl, A is CH_2CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;

R^2 is 3-carboxy-5-aminophenoxy, B is phenyl, A is CH_2CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;

R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenoxy, B is phenyl, A is CH_2CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;

R^2 is 3,5-diaminophenoxy, B is isopropyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;

R^2 is 3-carboxy-5-aminophenoxy, B is isopropyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;

R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenoxy, B is isopropyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;

R^2 is 3,5-diaminophenoxy, B is cyclobutyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;

R^2 is 3-carboxy-5-aminophenoxy, B is cyclobutyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;

R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenoxy, B is cyclobutyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N.

R^2 is 3-aminophenylthio, B is phenyl, A is CH_2CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;

R^2 is 3,5-diaminophenylthio, B is phenyl, A is CH_2CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;

R^2 is 3-carboxy-5-aminophenylthio, B is phenyl, A is CH_2CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;

R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenylthio, B is phenyl, A is CH_2CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;

R^2 is 3,5-diaminophenylthio, B is isopropyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;

R^2 is 3-carboxy-5-aminophenylthio, B is isopropyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;

R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenylthio, B is isopropyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;

R^2 is 3,5-diaminophenylthio, B is cyclobutyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;

R^2 is 3-carboxy-5-aminophenylthio, B is cyclobutyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;

R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenylthio, B is cyclobutyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;

R^2 is 3-amino-2-thienyl, B is phenyl, A is CH_2CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;

R^2 is 3,5-diamino-2-thienyl, B is phenyl, A is CH_2CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;

R^2 is 3-carboxy-5-amino-2-thienyl, B is phenyl, A is CH_2CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;

R^2 is 3-amino-5-(N-benzylamidocarbonyl)-2-thienyl, B is phenyl, A is CH_2CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;

R^2 is 3,5-diamino-2-thienyl, B is isopropyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;

R^2 is 3-carboxy-5-amino-2-thienyl, B is isopropyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;

R^2 is 3-amino-5-(N-benzylamidocarbonyl)-2-thienyl, B is isopropyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;

R^2 is 3,5-diamino-2-thienyl, B is cyclobutyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;

R^2 is 3-carboxy-5-amino-2-thienyl, B is cyclobutyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N; **or**

R^2 is 3-amino-5-(N-benzylamidocarbonyl)-2-thienyl, B is cyclobutyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N.

38. (currently amended): A composition for inhibiting thrombotic conditions in blood comprising a compound of ~~any one of Claims~~ **claims** 8 ~~, 16, 24, 32,~~ **[[**and**]] or** 37 and a pharmaceutically acceptable carrier.

39. (currently amended): A composition for inhibiting thrombotic conditions in blood comprising a compound of any one of ~~Claims 1 through 7, Claims 9 through 15, Claims 17 through 23, Claims 25 through 31, and Claims 33 through 36~~ **claims 1, 9, 17, 25, or 33** and a pharmaceutically acceptable carrier.

40. (currently amended): A method for inhibiting thrombotic conditions in blood comprising adding to blood a therapeutically effective amount of a composition of **[[**Claims**]]** **claim** 38.

41. (currently amended): A method for inhibiting formation of blood platelet aggregates in blood comprising adding to blood a therapeutically effective amount of a composition of **[[**Claims**]]** **claim** 38.

42. (currently amended): A method for inhibiting thrombus formation in blood comprising adding to blood a therapeutically effective amount of a composition of **[[**Claims**]]** **claim** 38.

43. (currently amended): A method for treating or preventing venuous thromboembolism and pulmonary embolism in a mammal comprising administering to the mammal a therapeutically effective amount of a composition of **[[**Claims**]]** **claim** 38.

44. (currently amended): A method for treating or preventing deep vein thrombosis in a mammal comprising administering to the mammal a therapeutically effective amount of a composition of **[[**Claims**]]** **claim** 38.

45. (currently amended): A method for treating or preventing cardiogenic thromboembolism in a mammal comprising administering to the mammal a therapeutically effective amount of a composition of **[[**Claims**]]** **claim** 38.

46. (currently amended): A method for treating or preventing thromboembolic stroke in humans and other mammals comprising administering to the mammal a therapeutically effective amount of a composition of **[[**Claims**]]** **claim** 38.

47. (currently amended): A method for treating or preventing thrombosis associated with cancer and cancer chemotherapy in humans and other mammals comprising administering to the mammal a therapeutically effective amount of a composition of **[[**Claims**]]** **claim** 38.

48. (currently amended): A method for treating or preventing unstable angina in humans and other mammals comprising administering to the mammal a therapeutically effective amount of a composition of any one of **[[**Claims**]]** **claim** 38.

49. (currently amended): A method for inhibiting thrombus formation in blood comprising adding to blood a therapeutically effective amount of a compound of any one of ~~Claims 1 through 37~~ **claims 1, 9, 17, 25, or 33** with a therapeutically effective amount of fibrinogen receptor antagonist.

Claim 50 (canceled).

51. (currently amended): A method of treating or preventing a TF VIIA-mediated disorder in a subject by administering a therapeutically effective amount of a compound or a pharmaceutically acceptable salt thereof, said compound selected from the group consisting of:

2-[3-[2-[3-aminophenyl]-6-chloro-N-[[4-aminoiminomethylphenyl]methyl]-5-[N,N-dimethylhydrazino]-4-oxo-1(4H)-pyrimidinyl]]acetamide;

2-[3-[2-[3-aminophenyl]-6-chloro-5-[N-ethyl-N-methylhydrazino]-N-[[4-aminoiminomethylphenyl]methyl]-4-oxo-1(4H)-pyrimidinyl]]acetamide;

2-[3-[2-[3-aminophenyl]-6-chloro-5-[N,N-diethylhydrazino]-N-[[4-aminoiminomethylphenyl]methyl]-4-oxo-1(4H)-pyrimidinyl]]acetamide;

2-[3-[2-[3-aminophenyl]-5-[N-(azetidin-1-yl)amino]-6-chloro-N-[[4-aminoiminomethylphenyl]methyl]-4-oxo-1(4H)-pyrimidinyl]]acetamide;

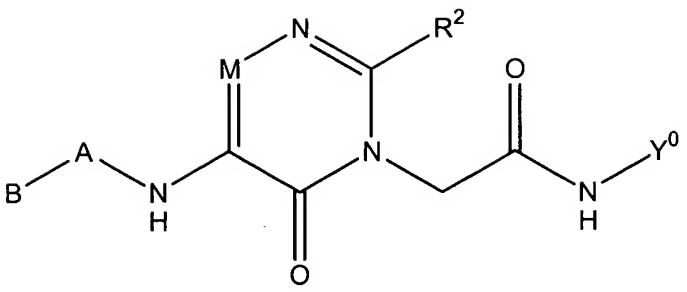
[2-[4-[3-[3-aminophenyl]-N-[[4-aminoiminomethylphenyl]methyl]- 6-[N,N-dimethylhydrazino]-5-oxo-1(5H)-1,2,4-triazinyl]]acetamide;

2-[4-[3-[3-aminophenyl]-6-[N-ethyl-N-methylhydrazino]-N-[[4-aminoiminomethylphenyl]methyl]-5-oxo-1(5H)-1,2,4-triazinyl]]acetamide;

2-[4-[3-[3-aminophenyl]-6-[N,N-diethylhydrazino]-N-[[4-aminoiminomethylphenyl]methyl]-5-oxo-1(5H)-1,2,4-triazinyl]]acetamide; **and**

2-[4-[3-[3-aminophenyl]-6-[N-(azetidin-1-yl)amino]-N-[[4-aminoiminomethylphenyl]methyl]-5-oxo-1(5H)-1,2,4-triazinyl]]acetamide.]

52. (currently amended): A method of treating or preventing a TF VIIA-mediated disorder in a subject by administering a therapeutically effective amount of a compound or a pharmaceutically acceptable salt thereof, said compound of the formula:



wherein:

R^2 is 3-aminophenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is phenyl, A is CH_2, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is phenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-dimethylaminophenyl, B is phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 2-methylphenyl, B is phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is phenyl, B is 3-aminophenyl, A is C(O)NH, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is phenyl, B is 3-amidinophenyl, A is CH_2, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-(N-methylamino)phenyl, B is phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-methylsulfonamidophenyl, B is phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is phenyl, B is 4-amidinophenyl, A is CH_2, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-methylaminophenyl, B is phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is phenyl, B is phenyl, A is CH_2, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-methylphenyl, B is 4-phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is 3-aminophenyl, B is phenyl, A is CH_2, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is phenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is 3-dimethylaminophenyl, B is phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is 2-methylphenyl, B is phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is phenyl, B is 3-aminophenyl, A is C(O)NH, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is phenyl, B is 3-amidinophenyl, A is CH_2, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is 3-(N-methylamino)phenyl, B is phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is 3-methylsulfonamidophenyl, B is phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is phenyl, B is 4-amidinophenyl, A is CH_2, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is 3-methylaminophenyl, B is phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is phenyl, B is phenyl, A is CH_2, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is 3-methylphenyl, B is 4-phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is 3-aminophenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is 3-aminophenyl, B is phenyl, A is CH_2, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is phenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is 3-dimethylaminophenyl, B is phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is 2-methylphenyl, B is phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is phenyl, B is 3-aminophenyl, A is C(O)NH, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is phenyl, B is 3-amidinophenyl, A is CH_2, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is 3-(N-methylamino)phenyl, B is phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is 3-methylsulfonamidophenyl, B is phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is phenyl, B is 4-amidinophenyl, A is CH_2, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is 3-methylaminophenyl, B is phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is phenyl, B is phenyl, A is CH_2, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is 3-methylphenyl, B is 4-phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is 3-aminophenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-aminophenyl, B is phenyl, A is CH_2, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is phenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-dimethylaminophenyl, B is phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 2-methylphenyl, B is phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is phenyl, B is 3-aminophenyl, A is C(O)NH, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is phenyl, B is 3-amidinophenyl, A is CH_2, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-(N-methylamino)phenyl, B is phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-methylsulfonamidophenyl, B is phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is phenyl, B is 4-amidinophenyl, A is CH_2, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-methylaminophenyl, B is phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is phenyl, B is phenyl, A is CH_2, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-methylphenyl, B is 4-phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-amidocarbonyl-5-aminophenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-amidocarbonyl-5-aminophenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3,5-diaminophenoxy, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-amino-5-carboxy-2-thienyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is 2,2,2-trifluoroethyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is (S)-2-butyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 5-amino-2-fluorophenyl, B is isopropyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 2-methyl-3-aminophenyl, B is isopropyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is ethyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is ethyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is 2-propenyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is isopropyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is isopropyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is 2-butyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is (R)-2-butyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is 2-propynyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is 3-pentyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is hydrido, A is CH_2, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is ethyl, A is CH_2, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is 2-methypropyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is 2-propyl, A is CH_3CH, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is propyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is 6-amidocarbonylhexyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is tert-butyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is tert-butyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is 3-hydroxypropyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is 2-methylpropyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is butyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is 3-methoxy-2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is 3-methoxy-2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is 2-methoxy-2-ethyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is 2-propyl, A is single bond, Y^0 is 5-amidino-2-thienylmethyl, and M is CH;

R^2 is 3-aminophenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidino-3-fluorobenzyl, and M is CH;

R^2 is 3-carboxyphenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidino-3-fluorobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is 2,2,2-trifluoroethyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-aminophenyl, B is (S)-2-butyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 5-amino-2-fluorophenyl, B is isopropyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 2-methyl-3-aminophenyl, B is isopropyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-aminophenyl, B is ethyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-aminophenyl, B is ethyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, and M is N;

R^2 is 3-aminophenyl, B is 2-propenyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-aminophenyl, B is isopropyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, and M is N;

R^2 is 3-aminophenyl, B is isopropyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-aminophenyl, B is 2-butyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-aminophenyl, B is (R)-2-butyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-aminophenyl, B is 2-propynyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-aminophenyl, B is 3-pentyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-aminophenyl, B is hydrido, A is CH_2, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-aminophenyl, B is ethyl, A is CH_2, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-aminophenyl, B is 2-methypropyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-aminophenyl, B is 2-propyl, A is CH_3CH, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-aminophenyl, B is propyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, and M is N;

R^2 is 3-aminophenyl, B is 6-amidocarbonylhexyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-aminophenyl, B is tert-butyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-aminophenyl, B is tert-butyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-aminophenyl, B is 3-hydroxypropyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-aminophenyl, B is 2-methylpropyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, and M is N;

R^2 is 3-aminophenyl, B is butyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-aminophenyl, B is 3-methoxy-2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-aminophenyl, B is 3-methoxy-2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-aminophenyl, B is 2-methoxy-2-ethyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-aminophenyl, B is 2-propyl, A is single bond, Y^0 is 5-amidino-2-thienylmethyl, and M is N;

R^2 is 3-aminophenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidino-3-fluorobenzyl, and M is N;

R^2 is 3-carboxyphenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-aminophenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidino-3-fluorobenzyl, and M is CH;

R^2 is 3-amidocarbonyl-5-aminophenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3,5-diaminophenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-amino-5-carboxyphenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-amidocarbonyl-5-aminophenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3,5-diaminophenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-amino-5-carboxyphenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-amino-5-carbomethoxyphenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-amidocarbonyl-5-aminophenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is 3,5-diaminophenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is 3-amino-5-carboxyphenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is 3-aminophenyl, B is cycylopropyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is cyclopropyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidino-3-fluorobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is cyclopentyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 5-amino-2-thienyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is cyclopropyl, A is CH_2, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is 2-(2R)-bicyclo[2.2.1]-heptyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is cyclopentyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is cyclohexyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 2-hydroxyphenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is phenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-thienyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 2,6-dichlorophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is cycylopropyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-aminophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, and M is N;

R^2 is 3-aminophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-aminophenyl, B is cyclopropyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, and M is N;

R^2 is 3-aminophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-aminophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidino-3-fluorobenzyl, and M is N;

R^2 is 3-aminophenyl, B is cyclopentyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 5-amino-2-thienyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-aminophenyl, B is cyclopropyl, A is CH_2, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-aminophenyl, B is 2-(2R)-bicyclo[2.2.1]-heptyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-aminophenyl, B is cyclopentyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, and M is N;

R^2 is 3-aminophenyl, B is cyclohexyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 2-hydroxyphenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is phenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-thienyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 2,6-dichlorophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-aminophenyl, B is cycylopropyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is 3-aminophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, and M is CF;

R^2 is 3-aminophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is 3-aminophenyl, B is cyclopropyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, and M is CF;

R^2 is 3-aminophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is 3-aminophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidino-3-fluorobenzyl, and M is CF;

R^2 is 3-aminophenyl, B is cyclopentyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is 5-amino-2-thienyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is 3-aminophenyl, B is cyclopropyl, A is CH_2, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is 3-aminophenyl, B is 2-(2R)-bicyclo[2.2.1]-heptyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is 3-aminophenyl, B is cyclopentyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, and M is CF;

R^2 is 3-aminophenyl, B is cyclohexyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is 2-hydroxyphenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is phenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is 3-thienyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is 2,6-dichlorophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is 3-amidocarbonyl-5-aminophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3,5-diaminophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-amino-5-carboxyphenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;

R^2 is 3-amidocarbonyl-5-aminophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3,5-diaminophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-amino-5-carboxyphenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-amidocarbonyl-5-aminophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CCl;

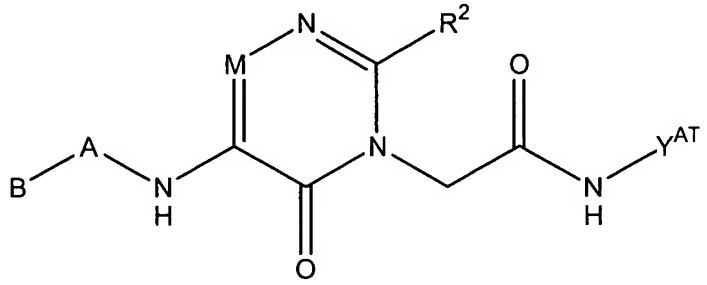
R^2 is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is 3,5-diaminophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CCl; **or**

R^2 is 3-amino-5-carboxyphenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CCl.

53. (currently amended): A method of treating or preventing a TF VIIA-mediated disorder in a subject by administering a therapeutically effective amount of a compound or a pharmaceutically acceptable salt thereof, said compound of the formula:



wherein;

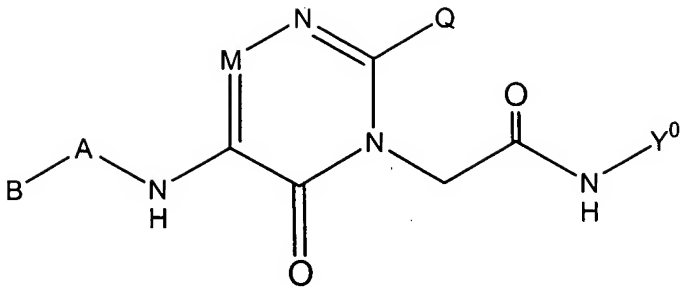
R^2 is 3-aminophenyl, B is phenyl, A is CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-aminophenyl, B is phenyl, A is CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CF;

R^2 is 3-aminophenyl, B is phenyl, A is CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CCl; **or**

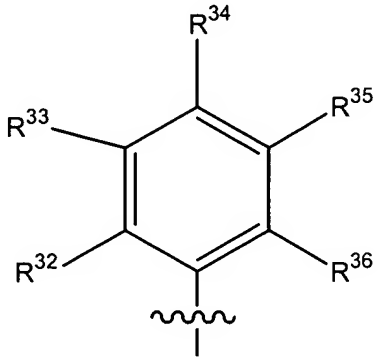
R^2 is 3-aminophenyl, B is phenyl, A is CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N.

54. (new): A compound of the Formula:



or a pharmaceutically acceptable salt thereof, wherein:

B is the Formula:



R^{32}, R^{33}, R^{34}, R^{35}, and R^{36} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, alkylamino, alkylthio, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboalkoxy, carboxy, carboxamido, cyano, and Q^b;

A is selected from the group consisting of single covalent bond and $(CH(R^{15}))_{pa}$-$(W^7)_{rr}$ wherein rr is an integer selected from 0 through 1, pa is an integer selected from 0 through 3, and W^7 is $N(R^7)$;

R^7 is selected from the group consisting of hydrido and alkyl;

R^{15} is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

M is N or R^1-C;

R^1 is selected from the group consisting of hydrido, hydroxy, hydroxyamino, amidino, amino, cyano, hydroxyalkyl, alkoxy, alkyl, alkylamino, aminoalkyl, alkylthio, alkoxyamino, haloalkyl, haloalkoxy, and halo;

Q is selected from the group consisting of aryl and heteroaryl wherein (a) a ring carbon or nitrogen in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9, (b) a ring carbon or nitrogen in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (c) a ring carbon or nitrogen, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}, (d) a ring carbon or nitrogen, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12}, and (e) a ring carbon or nitrogen, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{10} and R^{12}, respectively, is optionally substituted by R^{11};

R^9, R^{11}, and R^{13} are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, guanidino, alkylamino, alkylthio, alkoxy, alkylsulfinyl, alkylsulfonyl, amidosulfonyl, monoalkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboxy, carboxamido, and cyano;

R^{10} and R^{12} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, alkoxy, alkoxyamino, aminoalkyl, hydroxy, amino, alkylamino, alkylsulfonamido, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, hydroxyalkyl, aminoalkyl, halo, haloalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxyamido, and cyano;

Y^0 is amidinoaralkyl or amidinoheteroaralkyl;

Q^b is selected from the group consisting of hydrido, $NR^{20}R^{21}$, $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, and $C(NR^{25})NR^{23}R^{24}$; and

R^{20}, R^{21}, R^{23}, R^{24}, R^{25}, and R^{26} are independently selected from the group consisting of hydrido and alkyl.

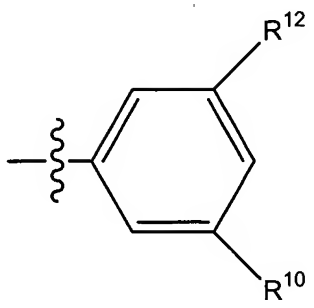
55. (new): The compound of claim 54 wherein B is phenyl or phenyl substituted by hydrido, halo, amidino, or hydroxy.

56. (new): The compound of claim 55 wherein A is CH_2 or CH_2CH_2 and M is CH or C-halo.

57. (new): The compound of claim 56 wherein B is phenyl, chlorophenyl, or

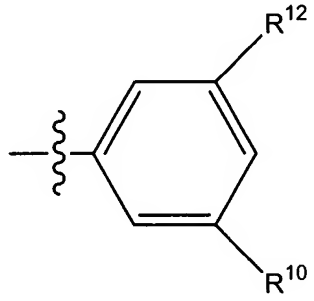
amidinophenyl.

58. (new): The compound of claim 57 wherein Q is



and R^{10} and R^{12} are as defined in claim 54.

59. (new): The compound of claim 54 wherein Q is



and R^{10} and R^{12} are as defined in claim 54.

60. (new): The compound of claim 54 wherein Q is 3-amino-5-carboxy-2-thienyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

61. (new): The compound of claim 54 wherein Q is 3-amino-5-(N-benzylamidocarbonyl)-2-thienyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

62. (new): The compound of claim 54 wherein Q is 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)-2-thienyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-

amidinobenzyl, and M is CH or CCl.

63. (new): The compound of claim 54 wherein Q is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)-2-thienyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

64. (new): The compound of claim 54 wherein Q is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)-2-thienyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

65. (new): The compound of claim 54 wherein Q is 3-amidocarbonyl-5-aminophenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH.

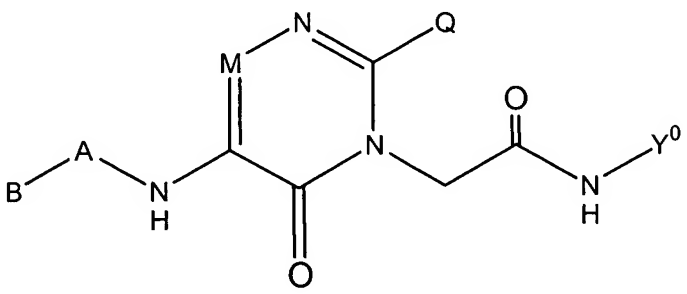
66. (new): The compound of claim 54 wherein Q is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH.

67. (new): The compound of claim 54 wherein Q is 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH.

68. (new): The compound of claim 54 wherein Q is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH.

69. (new): The compound of claim 54 wherein Q is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH.

70. (new): A compound of the Formula:



or a pharmaceutically acceptable salt thereof, wherein:

B is selected from the group consisting of hydrido, C2-C8 alkyl, C3-C8 alkenyl, C3-C8 alkynyl, and C2-C8 haloalkyl, wherein each member of group B is optionally substituted at any carbon up to and including 6 atoms from the point of attachment of B to A with one or more of the group consisting of R^{32}, R^{33}, R^{34}, R^{35}, and R^{36};

R^{32}, R^{33}, R^{34}, R^{35}, and R^{36} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, alkylamino, alkylthio, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboalkoxy, carboxy, carboxamido, cyano, and Q^b;

A is selected from the group consisting of single covalent bond and $(CH(R^{15}))_{pa}$-$(W^7)_{rr}$ wherein rr is an integer selected from 0 through 1, pa is an integer selected from 0 through 3, and W^7 is $N(R^7)$;

R^7 is selected from the group consisting of hydrido and alkyl;

R^{15} is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

M is N or R^1-C

R^1 is selected from the group consisting of hydrido, hydroxy, hydroxyamino, amidino, amino, cyano, hydroxyalkyl, alkoxy, alkyl, alkylamino, aminoalkyl, alkylthio, alkoxyamino, haloalkyl, haloalkoxy, and halo;

Q is selected from the group consisting of aryl and heteroaryl wherein (a) a ring carbon or nitrogen in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9, (b) a ring carbon or nitrogen in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (c) a ring carbon or nitrogen, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}, (d) a ring carbon or nitrogen, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12}, and (e) a ring carbon or nitrogen, if present, in the gamma position relative to the ring carbon at the point of

attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{10} and R^{12}, respectively, is optionally substituted by R^{11};

R^9, R^{11}, and R^{13} are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, guanidino, alkylamino, alkylthio, alkoxy, alkylsulfinyl, alkylsulfonyl, amidosulfonyl, monoalkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboxy, carboxamido, and cyano;

R^{10} and R^{12} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, alkoxy, alkoxyamino, aminoalkyl, hydroxy, amino, alkylamino, alkylsulfonamido, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, hydroxyalkyl, aminoalkyl, halo, haloalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxyamido, and cyano;

Y^0 is amidinoaralkyl or amidinoheteroaralkyl;

Q^b is selected from the group consisting of hydrido, $NR^{20}R^{21}$, $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, and $C(NR^{25})NR^{23}R^{24}$; and

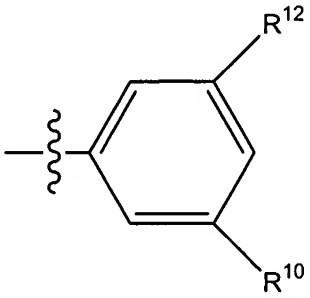
R^{20}, R^{21}, R^{23}, R^{24}, R^{25}, and R^{26} are independently selected from the group consisting of hydrido and alkyl.

71. (new): The compound of claim 70 wherein B is hydrido, C2-C8 alkyl, C3-C8 alkenyl, C3-C8 alkynyl, or C2-C8 haloalkyl.

72. (new): The compound of claim 71 wherein A is a bond and M is CH or CCl.

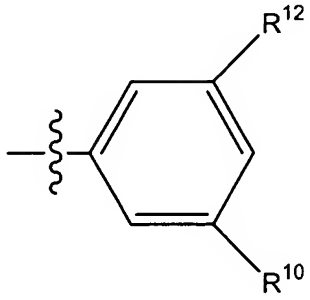
73. (new): The compound of claim 72 wherein B is C2-C8 alkyl.

74. (new): The compound of claim 73 wherein Q is



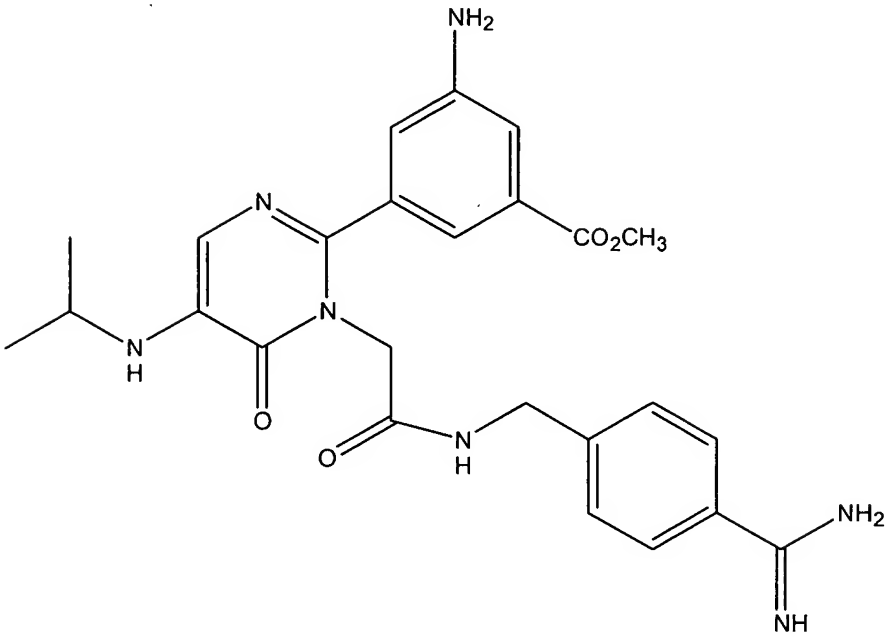
and R^{10} and R^{12} are as defined in claim 70.

75. (new): The compound of claim 70 wherein Q is

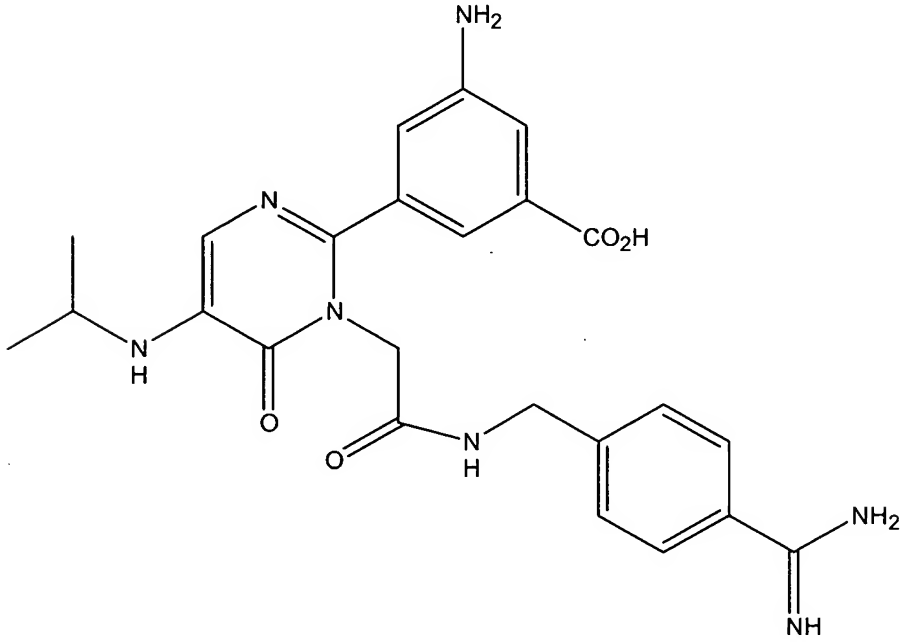


and R^{10} and R^{12} are as defined in claim 70.

76. (new): The compound of claim 70 wherein the compound is



77. (new): The compound of claim 70 wherein the compound is



78. (new): The compound of claim 70 wherein Q is 3-amino-5-carboxy-2-thienyl, B is 2-propyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

79. (new): The compound of claim 70 wherein Q is 3-amino-5-(N-benzylamidocarbonyl)-2-thienyl, B is 2-propyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

80. (new): The compound of claim 70 wherein Q is 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)-2-thienyl, B is 2-propyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

81. (new): The compound of claim 70 wherein Q is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)-2-thienyl, B is 2-propyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

82. (new): The compound of claim 70 wherein Q is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)-2-thienyl, B is 2-propyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

83. (new): The compound of claim 70 wherein Q is 3,5-diamino-2-thienyl, B is 2-propyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

84. (new): The compound of claim 70 wherein Q is 3-amidocarbonyl-5-aminophenyl, B is 2-propyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

85. (new): The compound of claim 70 wherein Q is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is 2-propyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

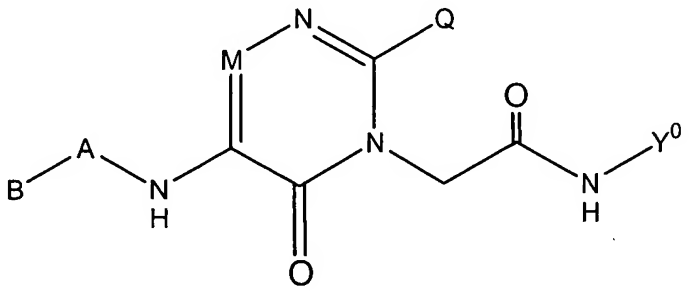
86. (new): The compound of claim 70 wherein Q is 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, B is 2-propyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

87. (new): The compound of claim 70 wherein Q is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is 2-propyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

88. (new): The compound of claim 70 wherein Q is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, B is 2-propyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

89. (new): The compound of claim 70 wherein Q is 3,5-diaminophenyl, B is 2-propyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

90. (new): A compound of the Formula:



or a pharmaceutically acceptable salt thereof, wherein:

B is selected from the group consisting of C3-C7 cycloalkyl and C4-heterocyclyl, wherein (a) each ring carbon is optionally substituted with R^{33}, (b) a ring carbon, other than the ring carbon at the point of attachment, is optionally substituted with oxo provided that no more than one ring carbon is substituted by oxo at the same time, (c) a ring carbon or nitrogen in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9, (d) a ring carbon or nitrogen in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (e) a ring carbon or nitrogen, if present, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}, (f) a ring carbon or nitrogen, if present, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12}, (g) a ring carbon or nitrogen, if present, in a first gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{10}, is optionally substituted by R^{11}, and (h) a ring carbon or nitrogen, if present, in a second gamma position relative to the

carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{12}, is optionally substituted by R^{33};

R^9, R^{11}, and R^{13} are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, guanidino, alkylamino, alkylthio, alkoxy, alkylsulfinyl, alkylsulfonyl, amidosulfonyl, monoalkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboxy, carboxamido, and cyano;

R^{10} and R^{12} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, alkoxy, alkoxyamino, aminoalkyl, hydroxy, amino, alkylamino, alkylsulfonamido, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, hydroxyalkyl, aminoalkyl, halo, haloalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxyamido, and cyano;

R^{33} and R^{34} are independently selected from the group consisting of hydrido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, alkylamino, alkylthio, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboalkoxy, carboxy, carboxamido, and cyano;

R^{33} is optionally Q^b;

A is selected from the group consisting of single covalent bond and $(CH(R^{15}))_{pa}$-$(W^7)_{rr}$ wherein rr is an integer selected from 0 through 1, pa is an integer selected from 0 through 3, and W^7 is $N(R^7)$;

R^7 is selected from the group consisting of hydrido, hydroxy and alkyl;

R^{15} is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

M is R^1-C.

R^1 is selected from the group consisting of hydrido, hydroxy, hydroxyamino, amidino, amino, cyano, hydroxyalkyl, alkoxy, alkyl, alkylamino, aminoalkyl, alkylthio, alkoxyamino, haloalkyl, haloalkoxy, and halo;

Q is selected from the group consisting of aryl and heteroaryl wherein (a) a ring carbon or nitrogen in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9, (b) a ring carbon or nitrogen in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (c) a ring carbon or nitrogen, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}, (d) a ring carbon or nitrogen, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12}, and (e) a ring carbon or nitrogen,

if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{10} and R^{12}, respectively, is optionally substituted by R^{11};

Y^0 is amidinoaralkyl or amidinoheteroaralkyl;

Q^b is selected from the group consisting of hydrido, $NR^{20}R^{21}$, and $C(NR^{25})NR^{23}R^{24}$; and

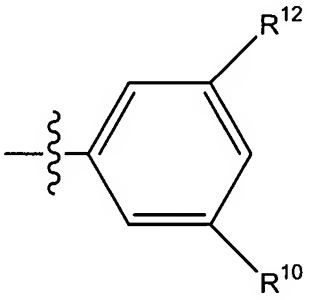
R^{20}, R^{21}, R^{23}, R^{24}, and R^{25} are independently selected from the group consisting of hydrido and alkyl.

91. (new): The compound of claim 90 wherein B is C3-C7 cycloalkyl or C4-heterocyclyl.

92. (new): The compound of claim 91 wherein A is a bond and M is CH or C-halo.

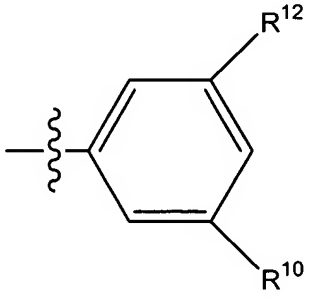
93. (new): The compound of claim 92 wherein B is C3-C7 cycloalkyl.

94. (new): The compound of claim 93 wherein Q is



and R^{10} and R^{12} are as defined in claim 90.

95. (new): The compound of claim 90 wherein R^2 is



and R^{10} and R^{12} are as defined in claim 90.

96. (new): The compound of claim 90 wherein Q is 3-amino-5-carboxy-2-thienyl, B is cyclobutyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

97. (new): The compound of claim 90 wherein Q is 3-amino-5-(N-benzylamidocarbonyl)-2-thienyl, B is cyclobutyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

98. (new): The compound of claim 90 wherein Q is 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)-2-thienyl, B is cyclobutyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

99. (new): The compound of claim 90 wherein Q is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)-2-thienyl, B is cyclobutyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

100. (new): The compound of claim 90 wherein Q is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)-2-thienyl, B is cyclobutyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

101. (new): The compound of claim 90 wherein Q is 3,5-diamino-2-thienyl, B is cyclobutyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

102. (new): The compound of claim 90 wherein Q is 3-amidocarbonyl-5-aminophenyl, B is cyclobutyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

103. (new): The compound of claim 90 wherein Q is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is cyclobutyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

104. (new): The compound of claim 90 wherein Q is 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, B is cyclobutyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

105. (new): The compound of claim 90 wherein Q is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is cyclobutyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

106. (new): The compound of claim 90 wherein Q is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, B is cyclobutyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

107. (new): The compound of claim 90 wherein Q is 3,5-diaminophenyl, B is cyclobutyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.